

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA**

In re:

ARC Venture Holding, Inc., et. al.,

Debtors,<sup>1</sup>

Case No. 08-46367

(Jointly Administered)

**NOTICE OF § 363 AUCTION RESULTS**

**PLEASE TAKE NOTICE** that on March 4, 2009, Debtors filed a Motion to for Order Pursuant to 11 USC §§ 105(a), 363 and 365 (1) Approving Auction and Bidding Procedures; (2) Approving Break-Up Fee and Other Buyer Protections; (3) Approving Form and Manner of Notice; (4) Authorizing Sale of Assets Free and Clear of Liens, Claims and Encumbrances, Subject to Higher or Better Offers; (5) Approving Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with the Sale; (6) Providing for Rejection of Certain Executory Contracts and Unexpired Lease; And (7) Granting Related Relief (“the Sale and Bid Procedures Motion”).<sup>2</sup>

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<sup>1</sup> Jointly administered estates of the following Debtors: ARC Venture Holding, Inc., Case No. BKY 08-46367; Southwest-Tex Leasing Co., Inc., d/b/a Advantage, Case No. BKY 08-46368; Advantage Rent-A-Car, Inc., Case No. BKY 08-46369; Coast Leasing Corp., Case No. BKY 08-463670; Floral Leasing Corp., Case No. BKY 08-46371; Iliad Leasing Corp., Case No. BKY 08-46372; Miso Leasing Corp., Case No. BKY 08-46373; Nugget Leasing Corp., Case No. BKY 08-46374; Okra Leasing Corp., Case No. BKY 08-46375; Rainier Leasing Corp., Case No. BKY 08-46376; San Antonio Rental & Leasing Co., Inc. Case No. BKY 08-46377; Steamboat Springs Rental and Leasing Co., Inc., Case No. BKY 08-46379; Sun Leasing Corporation, Case No. BKY 08-46380; Tradewinds U-Drive, Inc., Case No. BKY 08-46383; Ute Leasing Corporation, Case. No. BKY 08-46384; Advantage Licensing LLC Case No. 09-40394.

<sup>2</sup> Dkt. No. 300.

**PLEASE TAKE FURTHER NOTICE** that on March 4, 2009, Debtors filed a Notice of Sale Pursuant to § 363 (“Sale Notice”) as part of the Sale and Bid Procedures Motion.<sup>3</sup> Debtors also filed and served Amended Notices of Sale Pursuant to § 363 were also filed on March 20 2009, March 22, 2009, and March 25, 2009, (“Amended Sale Notices”).<sup>4</sup> The Sale Notices and Amended Sale Notices were served upon all parties in interest specified by Local Rule 9013-3 and all Contract Counterparties.<sup>5</sup>

**PLEASE TAKE FURTHER NOTICE** that on March 4, 2009, Debtors filed a Notice of Bid Procedures (“Bid Procedures Notice”) as part of the Sale and Bid Procedures Motion.<sup>6</sup> An Amended Notice of Bid Procedures was filed on March 20, 2009 (“Amended Bid Procedures Notice”).<sup>7</sup> The Bid Procedure Notice and Amended Bid Procedure Notice were served upon all parties in interest specified by Local Rule 9013-3 and all Contract Counterparties.<sup>8</sup>

**PLEASE TAKE FURTHER NOTICE** that on March 23, 2009, the Court entered an Order (1) Approving Auction and Bidding Procedures; (2) Approving Break-Up Fee and Other Buyer Protections; (3) Approving Notice; and (4) Granting Related Relief (“the Bid Procedures Order”).<sup>9</sup> The Bid Procedures Order contemplates the sale of assets to the Proposed Purchaser, as stalking horse, or such other higher or better bidder(s) at the conclusion of an auction process

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<sup>3</sup> Dkt. No. 300 Ex. 5.

<sup>4</sup> Dkt. No. 368 and 373, 405.

<sup>5</sup> Dkt. No. 311, 321, 378, 407, 423 and 432.

<sup>6</sup> Dkt. No. 300 Ex. 4.

<sup>7</sup> Dkt. No. 367.

<sup>8</sup> Dkt. No. 311, 321, 422, 432.

<sup>9</sup> Dkt. No. 389.

that is subject to higher and better offers (the “Buyer”). The approved Stalking Horse was Enterprise Rent-A-Car Company (“ERAC”).

**PLEASE TAKE FURTHER NOTICE** that the Bid Procedures Order approved the form and manner of Debtors’ Sale Notice, the Amended Sale Notices, the Bid Procedures Notice and Amended Bid Procedures Notice.<sup>10</sup> The Bid Procedures Order also contemplated and approved Debtors to conduct an auction on March 31, 2009 at 9:00 a.m. should any Qualified Bids be received prior to the Bid Deadline (“the Auction”).<sup>11</sup>

**PLEASE TAKE FURTHER NOTICE** that Debtors received a Qualified Bid from Hertz Corporation (“Hertz”) prior to the Bid Deadline. Accordingly, Debtors conducted the previously approved Auction amongst the Qualified Bidders on March 31, 2009, in a manner and form consistent with the Amended Sale Notices, the Amended Bid Procedures Notice, and the Bid Procedures Order.

**PLEASE TAKE FURTHER NOTICE** that as further approved by the Bid Procedures Order, Debtors promulgated Auction Rules prior to the commencement of bidding at the Auction. A complete copy of the Auction Rules is attached as Exhibit 1 and incorporated herein. A copy of the Auction Rules was provided to the Qualified Bidders, the Committee, the Secured Parties, the United States Trustee, and their respective professionals prior to the commencement of the Auction.

**PLEASE TAKE FURTHER NOTICE** that as required by the Auction Rules, the Qualified Bidders executed an Auction Rule Acknowledgment wherein they agreed to be bound

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<sup>10</sup> Dkt. No. 367.

<sup>11</sup> Id.

by the Auction Rules. A copy of the executed Auction Rule Acknowledgements are attached as Exhibit 2 and incorporated herein.

**PLEASE TAKE FURTHER NOTICE** that as contemplated by the Bid Procedures Notices and Auction Rules, Debtors promulgated and announced one Additional Auction Rule during the course of the Auction. The Additional Auction Rule re-defined Initial Bid and Subsequent Bids to require all bids submitted during the Auction to permit Debtors five (5) days to either cure or obtain a waiver from the Successful Bidder for any warranty or representation required for Closing that is in default or otherwise unfulfilled (“Cure Period”). In the event Debtors were unable to either cure or obtain a waiver from the Successful Bidder at the end of the Cure Period, Debtors would be permitted to exercise their business judgment and proceed to Close with the Next Highest Bidder without necessitating further order from the Court.

**PLEASE TAKE FURTHER NOTICE** that during the course of the Auction, Debtors exercised their business judgment in analysis during each Bidding Round in designating a Lead Bid. Throughout the course of the Auction and upon receipt of the Final Bids, Debtors compared the bids, the terms of the Agreements, and the economics therein, under the attached Bid Comparison. A complete copy of the Final Bid Comparison is attached as Exhibit 3.

**PLEASE TAKE FURTHER NOTICE** that Debtors have concluded the Auction after conferring with the Committee and have designated Hertz as the Successful Bidder. The basic terms of the **Successful Bid** are as follows:<sup>12</sup>

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<sup>12</sup> The basic terms contained herein are intended only to be a basis overview of the terms contained in the Bid at large for purposes of initial notice. Ultimately, the terms of the Amended and Restated Asset Purchase Agreement will govern the transaction upon approval from the Bankruptcy Court.

Purchase Price:	\$30,272,820.00
Additional Cure Payment to Debtors:	\$ 2,700,000.00
Purchase Price Holdbacks	\$ 400,000.00 <sup>13</sup>
Closing Date:	Three Days after the Final Order.
Transition Period:	Thirty Days after Closing.
Payment for Transition Services:	\$700,000.00
Assumed Real Property Payments:	April Pro Rata from Closing Date. <sup>14</sup>
	May Full Payment to Landlords by Hertz

**PLEASE TAKE FURTHER NOTICE** that pursuant to the terms of the Bid Procedures Order and upon conclusion of the Auction, Debtors have designated ERAC as the Next Highest Bidder. The basic terms of the **Next Highest Bid** are as follows:

Purchase Price:	\$30,250,000.00
Purchase Price Holdbacks	\$ 900,000.00 <sup>15</sup>
Closing Date:	Three Days after the Final Order.
Transition Period:	Fourteen Days after Closing.

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<sup>13</sup> An additional amount may be designated by Hertz for the assumption and assignment of Debtors location at Los Angeles International Airport. At the time of filing this Notice, Debtors have yet to finalize the terms of the LA location with Hertz. A complete copy of an Amended and Restated Asset Purchase Agreement with Hertz will be filed with the Court upon its completion.

<sup>14</sup> Although Hertz and Debtors have agreed that payments for April rent on the assumed locations will be shared on a pro-rata basis, the parties have not finalized the mechanics of who or how the payments will be made to the landlords for the month of April. This will be finalized prior to the Sale Hearing and incorporated in the Amended and Restated Asset Purchase Agreement.

<sup>15</sup> An additional amount may be designated by Hertz for the assumption and assignment of Debtors location at Los Angeles International Airport. At the time of filing this Notice, Debtors have yet to finalize the terms of the LA location with Hertz. A complete copy of an Amended and Restated Asset Purchase Agreement with Hertz will be filed with the Court upon its completion.

**PLEASE TAKE FURTHER NOTICE** that pursuant to the terms of the Bid Procedures Order, the Amended Sale Notice, and the Amended Bid Procedures Notice Debtors intend to seek an Order approving the Sale to the Successful Bidder at the Sale Hearing scheduled for **April 3, 2009 at 11:00 a.m.** (Central Time) in Courtroom 2B, United States Courthouse, 316 N. Robert Street, St. Paul, Minnesota 55415 (“the Sale Hearing”).

**PLEASE TAKE FURTHER NOTICE** that the Bid Procedures Order designates that any responsive documents, including any written objection to Debtors’ proposed cure amount, or the proposed assumption and assignment of any Acquired Contract, or both, shall be filed and delivered no later than **Friday, April 3, 2009 at 11:00 am.** Pursuant to the terms of the Bid Procedures Order and Notice, **any party seeking to object to the Sale must appear in person at the Sale Hearing.**

**PLEASE TAKE FURTHER NOTICE** that in addition to filing any objection with the Court, any objection must also be served upon the Notice Parties as specified in the Amended Bid Procedures Notice and Amended Sale Notices so as to be received by the applicable objection deadlines set forth above.

**PLEASE TAKE FURTHER NOTICE** that a copy of the Sale and Bid Procedures Motion, the Notice of Sale, the Amended Sale Notices, the Notice of Bid Procedures, the Amended Notice of Bid Procedures, the Bidding Procedures Order and other documents relating to the Sale and the Auction may be obtained from the Court’s website at <http://www.mnb.uscourts.gov> or from Debtors’ Noticing service at <http://www.kccllc.net/advantage> .

Dated: April 1, 2009

*/e/ Kenneth Corey-Edstrom*

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## **EXHIBIT 1**

### **AUCTION RULES**

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA**

In re:  ARC Venture Holding, Inc., et al.,  Debtors. <sup>1</sup>	Case No. 08-46367 Chapter 11 (Jointly Administered)
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**AUCTION RULES AND PROCEDURES  
FOR DEBTORS PENDING § 363 SALE<sup>2</sup>**

To: The United States Trustee, the Committee of Unsecured Creditors, all Creditors and Equity Security Holders, and Qualified Bidders:

Pursuant to the Bid Procedures Order and Amended Bid Procedures Notice,<sup>3</sup> Debtors have developed the following rules and procedures for purposes of conducting in good faith the Auction for a sale of substantially all of the Debtors' assets (the "Purchased Assets") free and clear of all liens, claims, interests and encumbrances (the "Sale")<sup>4</sup> in a fair and reasonably efficient manner. Prior to bid commencement at the Auction, Debtors will provide a written copy of the procedural rules of the auction contained herein, including participation requirements, timing, bid evaluation, negotiation, selection of the Successful Bidder, conclusion of the Auction, and Court approval thereof ("the Auction Rules") to each Qualified Bidder and the Notice Parties.

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<sup>1</sup> Jointly administered estates of the following Debtors: ARC Venture Holding, Inc., Case No. 08-46367; Southwest-Tex Leasing Co., Inc., d/b/a/ Advantage, Case No. 08-46368; Advantage Rent-A-Car, Inc., Case No. 08-46369; Coast Leasing Corp., Case No. 08-463670; Floral Leasing Corp., Case No. 08-46371; Iliad Leasing Corp., Case No. 08-46372; Miso Leasing Corp., Case No. 08-46373; Nugget Leasing Corp., Case No. 08-46374; Okra Leasing Corp., Case No. 08-46375; Rainier Leasing Corp., Case No. 08-46376; San Antonio Rental & Leasing Co., Inc. Case No. 08-46377; Steamboat Springs Rental and Leasing Co., Inc., Case No. 08-46379; Sun Leasing Corporation, Case No. 08-46380; Tradewinds U-Drive, Inc., Case No. 08-46383; Ute Leasing Corporation, Case No. 08-46384; Advantage Licensing LLC Case No. 09-40394.

<sup>2</sup> This Amended Notice of Bidding Procedures for Proposed § 363 Sale is the Referenced Exhibit 4(a) in the Bid Procedure Order.

<sup>3</sup> Dkt. No. 367 and 389.

<sup>4</sup> All capitalized terms not expressly defined herein have the same meaning as ascribed to them in the Motion, Memorandum of Law, the related Exhibits, or the Proposed Sale or Bidding Order.

Each Qualified Bidder will be required to sign an acknowledgement of receipt of the Auction Rules prior to bid commencement at the Auction (“Rule Acknowledgment”). Execution of the Rule Acknowledgement will be deemed an agreement by the Qualified Bidder to be bound by the Rules contained herein and is a pre-requisite for participation in the Auction.

The Auction Rules announced herein are not intended to be an exclusive list of procedural rules. Debtors retain the right, upon consultation with the Committee, in its sole discretion at any point during the Auction to develop additional Auction Rules as the situation may warrant (“Additional Auction Rules”) in an effort to obtain the highest and best offer for the Purchased Assets in the most efficient manner possible. Prior to implementation or enforcement of said Additional Auction Rules, Debtors will announce the Additional Auction Rule(s) to all Qualified Bidders at the Auction.

## **I. QUALIFIED BIDDER AUCTION PARTICIPATION REQUIREMENT.**

A Qualified Bidder is a Potential Bidder whose Financials or other information demonstrating the financial capability to consummate a Sale Transaction and which the Debtors determine, in their reasonable discretion and upon consideration of all transaction costs and related contingencies, is reasonably likely to make a bona fide offer that would result in greater value being received for the benefit of the Debtors’ creditors than under the Agreement.

Prior to the commencement of bidding at the Auction, Debtors will have reviewed all Bid Packages and made a determination whether each Potential Bidder is a Qualified Bidder for purposes of participation at the Auction. A Potential Bidder cannot be deemed a Qualified Bidder if they did not submit a complete Bid Package prior to the Bid Deadline to the Notice Parties. Debtors will, in consultation with the Committee, but in the Debtors’ sole discretion, consider the proposed contingencies, transaction costs, and any other payments or expenses incurred by either the Potential Bidder or the Debtors in evaluating whether the Bid meets this minimum threshold for purposes of being deemed a Qualified Bid. Debtors will provide notice to the Committee and the Potential Bidder of any adverse determination of their status as a Qualified Bidder the sooner of (1) a reasonable time not to exceed twenty-four hours or (2) the Auction commencement.

Only a Qualified Bidder who has submitted a Qualified Bid will be eligible to participate at the Auction. Only the authorized representatives of each of the Qualified Bidders and the Notice Parties (as defined below) shall be permitted to attend the Auction. Debtors may direct any Potential Bidder not deemed a Qualified Bidder or any other unauthorized individual or entity to leave the Auction prior to bid commencement.

## **II. BID ROUNDS AND TIMING.**

The Initial Bid will be announced at the Auction and shall have a purchase price of at least \$17,400,000.00 consisting of the sum of (i) Purchase Price of \$16,500,000.00 offered by Buyer under the Purchase Agreement; (ii) \$500,000.00 on account of the Break-Up Fee payable to Buyer pursuant to the Purchase Agreement; (iii) \$150,000 on account of the Expense Reimbursement Fee payable to Buyer pursuant to the Purchase Agreement; and (iv) \$250,000 on account of the minimum bid increment. Debtors will determine within their sole discretion the Initial Bid based upon its determination of the bid received prior to the Auction representing the highest and best value for the estates.

The Auction will begin with the Initial Bid and continue, in one or more rounds of bidding, so long as during each round at least one Subsequent bid is submitted by a Qualified Bidder that Debtors determine in their sole discretion and upon consultation with the Committee, the Subsequent Bid is (a) for the first round, a higher or otherwise better offer than the Initial Bid, and (b) for subsequent rounds, a higher or otherwise better offer than the Leading Bid (defined below).

All bids after the Initial Bid must be made in Minimum Bid Increments of at least \$250,000.00 (“Subsequent Bid”). In submission of Subsequent Bids, the Stalking Horse retains its right to credit bid the Break-Up Fee and Expense Reimbursement. A failure to include the Minimum Bid Increment in a Subsequent Bid may be a basis for Debtors rejection of said Bid or otherwise serve as a reason no to designate a particular bid as a Leading Bid (defined below) of that round.

All bids at the Auction will be made and received in one room (“Bid Room”), on an open basis, and all other Qualified Bidders shall be entitled to be present for all bidding with the understanding that the true identity of each bidder (i.e., the principals submitting each bid) shall be fully disclosed to all other bidders and that all material terms of each Qualified Bid will be fully disclosed to all other bidders throughout the entire Auction. Prior to the Initial Bid and to the best of their ability, Debtors will also make available in the Bid Room to all Qualified Bidders the latest estimates available of all cure costs associated with the designated contracts and unexpired Lease Agreements to be assumed and assigned.

Unless otherwise agreed to by the Debtors, in their discretion, no Qualified Bidder will be permitted more than one hour to respond to the previous bid at the Auction and, at the expiration of such time. Each Qualified Bidder will have one opportunity to respond to the previous bid at the Auction during each round.

A round of bidding will conclude after each participating Qualified Bidder has had the opportunity to submit a Subsequent Bid with full knowledge of the Leading Bid. A Bid Intermission will occur as needed between rounds for purposes of clarification, negotiation, and other discussion amongst and between all Qualified Bidders, Debtors, and the Committee. The Bid Intermission will not exceed thirty minutes unless otherwise agreed to by Debtors.

After each round of bidding, Debtors shall announce the terms and value of the bid that it believes to be the highest or otherwise better offer (the “Leading Bid”). Debtors will make this announcement after a reasonable deliberation period of the bids for that round and upon consultation with the Committee.

### **III. DEBTORS EVALUATION OF BIDS AT AUCTION.**

Debtors will value the Initial Bid and all Subsequent Bids at the Auction upon several factors including, but not limited to, the net value and recovery to constituents provided by such bid after pre- and post-closing adjustments, the amount and availability of distributions to stakeholders, consideration for any Termination Fee and the Reimbursement Amount payable to the Purchaser under the Purchase Agreement, the number of transactions that would be required to consummate the bid, the number of counterparties to such transactions, the amount of assets included or excluded from the bid, and the likelihood and timing of consummating such transactions, each as determined by Debtors with the assistance of their financial and legal advisors and upon receipt of input from the Committee.

Debtors, within their sole discretion and upon receipt of input from the Committee and its professionals, will also evaluate each bid for the Acquired Assets and may elect not to designate any bid as the Leading Bid for non-compliance with any or all of the following Bid requirements:

- (a) be on terms that are not materially more burdensome or conditional than the terms of the Agreement;
- (b) not be conditioned on obtaining financing or the outcome of any due diligence by the Qualified Bidder;
- (c) not request or entitle the bidder to any breakup fee, expense reimbursement or similar type of payment; and
- (d) fully disclose the identity of each entity that will be bidding for the Acquired Assets or otherwise participating in connection with such bid, and the complete terms of any such participation.
- (e) provide for any assignee of the Debtors’ concession and lease agreements (“Lease Agreements”) with any Counterparty to pay all amounts (including without limitation any Minimum Annual Guarantee) due the Counterparty under the assigned Lease Agreements separately from all amounts (including without limitation any Minimum Annual Guarantee) due under any existing concession and lease agreements between the assignee and the Counterparty. Notwithstanding the foregoing, a bid may require that any cure amount for the Debtors’ Lease Agreements may be paid by the Debtors.

#### **IV. CONTINUED BIDDING PARTICIPATION AND FINAL BIDS.**

Continued participation of a Qualified Bidder requires continued bid submission during each round of bidding. A Qualified Bidder is not entitled to sit out of any round of bidding. A Qualified Bidder's election not to submit a Subsequent Bid during a round will be deemed an election of withdrawal from continued bidding in the Auction. A Qualified Bidder's bid prior to a withdrawal from continued bidding in the Auction will be deemed the Qualified Bidder's Final Bid. The rounds of bidding at the Auction will terminate upon submission of all Qualified Bidders Final Bids. Debtors may, in their sole discretion and upon receipt of input from the Committee, evaluate any Final Bid as the Successful Bidder or Next Highest Bidder at the Auction.

#### **V. SELECTION OF SUCCESSFUL BIDDER AND NEXT HIGHEST BIDDER.**

Immediately prior to concluding the Auction, Debtors, in consultation with the Committee, but in Debtors' sole discretion, shall: (i) review each Final Bid on the basis of its financial and contractual terms and the factors relevant to the sale process and the best interests of Debtors' creditors, including, without limitation, those factors affecting the speed and certainty of consummating a Sale Transaction and such other factors as the Debtors deem relevant and (ii) determine and identify the highest or best Final Bid (the "Successful Bid", and the entity submitting the Successful Bid (the "Successful Bidder"), and the next highest or otherwise best offer after the Successful Bid (the "Next Highest Bid", and the entity submitting the Next Highest Bid (the "Next Highest Bidder").

#### **VI. CONCLUSION OF AUCTION.**

Debtors will announce the salient terms of the Successful Bid and Successful Bidder as well as the salient terms of the Next Highest Bid and the Next Highest Bidder to all Qualified Bidders at the Auction ("Auction Results"). Debtors will make the Auction Results available to all Qualified Bidders, the Committee, the United States Trustee, the Secured Parties, and the estate at large in a reasonable time not to exceed twenty-four hours of the termination of bidding rounds at the Auction. The Auction will be deemed concluded as of the earlier of (1) verbal announcement of the Auction Results to the Qualified Bidders; or (2) filing written notice of the Auction Results with the Court.

#### **VII. COURT APPROVAL AND OBJECTION DEADLINES.**

Within a reasonable time upon conclusion of the Auction, Debtors will file a Notice of Auction Results with the Court and serve the parties in interest designated by Local Rule 9013-3. Debtors will also serve the Contract Counterparties with Notices of Intent and Treatment within twenty-four hours of conclusion of the Auction as required by paragraph 9 of the Bid Procedures Order.

Any objections to the Auction or the Auction Results must be served and filed in accordance with Local Rule 9006-1(c). **Any objector must also appear at the Sale Hearing.**

On **April 3, 2009, at 11:00 a.m.**, or as soon thereafter as counsel can be heard, the Debtors shall present the Auction Results to the Bankruptcy Court at the Sale Hearing, at which certain findings will be sought by the Bankruptcy Court regarding the Auction, including, among other things, that (i) the Auction was conducted, and the Successful Bidder was selected, in accordance with these Bidding Procedures, (ii) the Auction was fair in substance and procedure, (iii) consummation of the Sale Transaction contemplated by the Successful Bid will provide the highest or best value for the Purchased Assets, and is in the best interests of the Sellers and their estates and (iv) authorizing the Sellers to close and consummate the Sale Transaction. There will be no further bidding at such hearing.

Debtors' presentation to the Bankruptcy Court for approval of those particular bids does not constitute acceptance of any bids. Debtors have accepted a bid only when the Bankruptcy Court, following the Sale Hearing, has approved the sale according to the bid. In the event that, for any reason, the Successful Bidder fails to be approved at the Sales Hearing or fails to close the Sale Transaction contemplated by its Successful Bid, then, without notice to any other party or further court order, the Sellers shall be authorized to close with the Next Highest Bidder so long as the Court approves the Next Higher Bidder's offer at the Sales Hearing.

## **IX. RETURN OF EARNEST MONEY**

Except as otherwise provided in this paragraph with respect to any Successful Bidder and any Next Highest Bidder, the Earnest Money of all Qualified Bidders required to submit such a deposit under the Bidding Procedures shall be returned within one (1) Business Day after entry of the Sale and Bid Procedure Order. The Earnest Money of the Successful Bidder shall be held until the Closing of a Sale Transaction and applied in accordance with the Successful Bid. The Earnest Money of the Next Highest Bidder shall be retained in escrow until forty-eight (48) hours after the Closing of a Sale Transaction. Pending their return, the Earnest Money of the Successful Bidder and the Next Highest Bidder shall be maintained in an interest bearing escrow account. If a Closing does not occur, the return of the Earnest Money shall be as provided in the Successful Bid and Next Highest Bid, as applicable. The Earnest Money received from the Successful Bidder and the Next Highest Bidder shall be retained as compensation for damages in the event the Bankruptcy Court approves the Purchase Agreement, but a Sale Transaction is not consummated by reason of default of the Successful Bidder or the Next Highest Bidder. Debtors retain all other rights to assert a claim for damages against the Successful Bidder or the Next Highest Bidder.

## **X. NOTICE PARTIES**

For purposes of the Motion, the Auction Rules, the Bid Procedures Notice, the Auction, or Objections the parties requiring service (“Notice Parties”) are at least as follows:

### **Debtors’ Counsel**

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### **Buyer’s Counsel**

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### **Seller’s Counsel**

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### **Creditors Committee Counsel**

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### **United States Trustee**

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### **Bank of the West**

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### **Creditors Committee Counsel**

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Complete copies of Debtors' Motion, including the Buyer's Purchase Agreement, the Bidding Procedures, the Amended Sale Notice, and the order approving the Bidding Procedures are available on the Court's web site at [www.mnb.uscourts.gov](http://www.mnb.uscourts.gov), <http://www.kccllc.net/advantage> or from Debtors' counsel upon request. Additional information may be obtained upon request from Debtors' counsel.

Dated: March 30, 2009

*/e/ Kenneth Corey-Edstrom*

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L. Kathleen Harrell-Latham (0388782)  
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1248321.1

**EXHIBIT 1**

**FORM AUCTION RULES ACKNOWLEDGMENT  
FOR QUALIFIED BIDDERS**

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA**

In re:  ARC Venture Holding, Inc., et al.,  Debtors. <sup>5</sup>	Case No. 08-46367 Chapter 11 (Jointly Administered)
<b>QUALIFIED BIDDER ACKNOWLEDGEMENT OF RECEIPT OF AUCTION RULES FOR DEBTORS' PROPOSED § 363 SALE<sup>6</sup></b>	

I, \_\_\_\_\_, declare under penalty of perjury that I am an authorized representative of \_\_\_\_\_ ("Qualified Bidder"), and hereby acknowledge receipt of a full and complete copy of the Auction Rules and Procedures for Debtors' Proposed § 363 Sale. On behalf of Qualified Bidder, it hereby acknowledges and consents to be bound to the rules and procedures contained therein in their entirety or as they may be subsequently modified by Debtors at the Auction as specified therein.

Date: March 31, 2009

\_\_\_\_\_  
QUALIFIED BIDDER

Name:

Title:

1248321.1

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<sup>5</sup> Jointly administered estates of the following Debtors: ARC Venture Holding, Inc., Case No. 08-46367; Southwest-Tex Leasing Co., Inc., d/b/a Advantage, Case No. 08-46368; Advantage Rent-A-Car, Inc., Case No. 08-46369; Coast Leasing Corp., Case No. 08-463670; Floral Leasing Corp., Case No. 08-46371; Iliad Leasing Corp., Case No. 08-46372; Miso Leasing Corp., Case No. 08-46373; Nugget Leasing Corp., Case No. 08-46374; Okra Leasing Corp., Case No. 08-46375; Rainier Leasing Corp., Case No. 08-46376; San Antonio Rental & Leasing Co., Inc. Case No. 08-46377; Steamboat Springs Rental and Leasing Co., Inc., Case No. 08-46379; Sun Leasing Corporation, Case No. 08-46380; Tradewinds U-Drive, Inc., Case No. 08-46383; Ute Leasing Corporation, Case No. 08-46384; Advantage Licensing LLC Case No. 09-40394.

<sup>6</sup> Hereinafter "the Sale."

## **EXHIBIT 2**

### **SUMMARY OF AUCTION RULES**

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA**

In re:  ARC Venture Holding, Inc., et. al.,  Debtors, <sup>7</sup>	Case No. 08-46367  (Jointly Administered)
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**SUMMARY OF AUCTION RULES**

<b><u>Description</u></b>	<b><u>Amount/Time</u></b>	<b><u>Calculation/Explanation:</u></b>
<b>Initial Bid</b>	\$17,400,000.00	A. Announced by Debtor at Auction.  B. Comprised of at least: 1. \$16,500,000.00 Purchase Price; 2. \$500,000.00 Break-up Fee; 3. \$150,000 Expense Reimbursement; and 4. \$250,000.00 Minimum Bid Increment
<b>Subsequent Bid</b>	Subject to \$250,000.00 Minimum Bid Increment.	1. Comprised of Initial Bid or Prior Subsequent Bid plus \$250,000.00.  2. Stalking Horse may credit bid Break-Up Fee and Expense Reimbursement in any of its Subsequent Bids.
<b>Qualified Bidder Response Time Per Bidding Round at Auction. (“Response Time”)</b>	1 hour	

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<sup>7</sup> Jointly administered estates of the following Debtors: ARC Venture Holding, Inc., Case No. BKY 08-46367; Southwest-Tex Leasing Co., Inc., d/b/a/ Advantage, Case No. BKY 08-46368; Advantage Rent-A-Car, Inc., Case No. BKY 08-46369; Coast Leasing Corp., Case No. BKY 08-463670; Floral Leasing Corp., Case No. BKY 08-46371; Iliad Leasing Corp., Case No. BKY 08-46372; Miso Leasing Corp., Case No. BKY 08-46373; Nugget Leasing Corp., Case No. Bky 08-46374; Okra Leasing Corp., Case No. BKY 08-46375; Rainier Leasing Corp., Case No. BKY 08-46376; San Antonio Rental & Leasing Co., Inc. Case No. BKY 08-46377; Steamboat Springs Rental & Leasing Co., Inc., Case No. BKY 08-46379; Sun Leasing Corporation, Case No. BKY 08-46380; Tradewinds U-Drive, Inc., Case No. BKY 08-46383; Ute Leasing Corporation, Case. No. BKY 08-46384; Advantage Licensing LLC Case No. 09-40394.

<b>Qualified Bidders Rights Per Bidding Round at Auction.</b> ("Qualified Bidders Round Rights")		<b>All Qualified Bidders allotted per Round:</b> <ol style="list-style-type: none"> <li>1. One Response Time per round; and</li> <li>2. One opportunity to submit a Subsequent Bid.</li> <li>3. Failure to Submit Subsequent Bid in any Round deems Qualified Bidders last bid as its' <b>Final Bid</b>.</li> </ol>
<b>Debtors Duties Per Bidding Round</b> ("Debtors Round Duties")		<ol style="list-style-type: none"> <li>1. Debtors evaluate all bids per bidding round</li> <li>2. Debtors have a deliberation period and confer with Committee.</li> <li>3. Debtors announce "Leading Bid" per round.</li> </ol>
<b>Bid Intermission</b>	15 minutes after each Round	Opportunity for Debtors, Qualified Bidders, Committee, and Professionals to confer, clarify, or otherwise recess from bidding rounds. Only to occur after completed Bid Round.
<b>Bidding Rounds Terminate</b>		Occurs only upon receipt of all Final Bids from Qualified Bidders.
<b>Debtors Designation of Successful Bidder and Next Highest Bidder</b> ("Auction Results")		Debtors confer with Committee and make designation after Bidding Rounds Terminate.
<b>Concluding the Auction</b>		Debtors Announce the Auction Results the earlier of either: <ol style="list-style-type: none"> <li>1. Verbally to Qualified Bidders; or</li> <li>2. Upon Filing Notice of Auction Results.</li> </ol>
<b>Deadlines to File Objections to Sale</b> ("Objection Deadline")	<b>4/03/09 at 11:00 a.m.</b>	
<b>Sale Approval Hearing</b> ("Sale Hearing")	<b>4/3/09 at 11:00 a.m.</b>	Objecting Parties must appear in person at hearing.

**EXHIBIT 2**

**QUALIFIED BIDDER AUCTION RULE ACKNOWLEDGMENT**

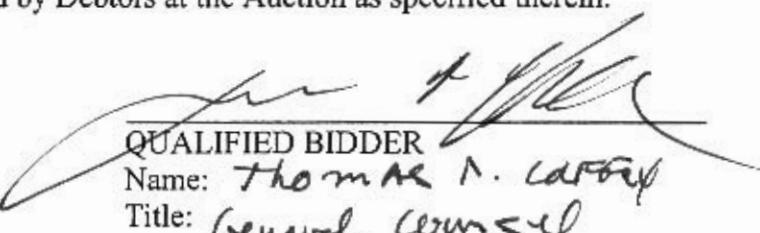
UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA

In re:  ARC Venture Holding, Inc., et al.,  Debtors. <sup>5</sup>	Case No. 08-46367 Chapter 11 (Jointly Administered)
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**QUALIFIED BIDDER ACKNOWLEDGEMENT  
OF RECEIPT OF AUCTION RULES  
FOR DEBTORS' PROPOSED § 363 SALE<sup>6</sup>**

I, Thomas P. Laffey declare under penalty of perjury that I am an authorized representative of Enterprise Rent-A-Car ("Qualified Bidder"), and hereby acknowledge receipt of a full and complete copy of the Auction Rules and Procedures for Debtors' Proposed § 363 Sale. On behalf of Qualified Bidder, it hereby acknowledges and consents to be bound to the rules and procedures contained therein in their entirety or as they may be subsequently modified by Debtors at the Auction as specified therein.

Date: March 31, 2009

  
QUALIFIED BIDDER

Name: Thomas P. Laffey  
Title: General Counsel

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<sup>5</sup> Jointly administered estates of the following Debtors: ARC Venture Holding, Inc., Case No. 08-46367; Southwest-Tex Leasing Co., Inc., d/b/a Advantage, Case No. 08-46368; Advantage Rent-A-Car, Inc., Case No. 08-46369; Coast Leasing Corp., Case No. 08-463670; Floral Leasing Corp., Case No. 08-46371; Iliad Leasing Corp., Case No. 08-46372; Miso Leasing Corp., Case No. 08-46373; Nugget Leasing Corp., Case No. 08-46374; Okra Leasing Corp., Case No. 08-46375; Rainier Leasing Corp., Case No. 08-46376; San Antonio Rental & Leasing Co., Inc. Case No. 08-46377; Steamboat Springs Rental and Leasing Co., Inc., Case No. 08-46379; Sun Leasing Corporation, Case No. 08-46380; Tradewinds U-Drive, Inc., Case No. 08-46383; Ute Leasing Corporation, Case No. 08-46384; Advantage Licensing LLC Case No. 09-40394.

<sup>6</sup> Hereinafter "the Sale."

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA

In re:  ARC Venture Holding, Inc., et al.,  Debtors. <sup>5</sup>	Case No. 08-46367 Chapter 11 (Jointly Administered)
<p><b>QUALIFIED BIDDER ACKNOWLEDGEMENT OF RECEIPT OF AUCTION RULES FOR DEBTORS' PROPOSED § 363 SALE<sup>6</sup></b></p>	

I, F. Jeffrey Zimmerman, declare under penalty of perjury that I am an authorized representative of Hertz Global Holdings ("Qualified Bidder"), and hereby acknowledge receipt of a full and complete copy of the Auction Rules and Procedures for Debtors' Proposed § 363 Sale. On behalf of Qualified Bidder, it hereby acknowledges and consents to be bound to the rules and procedures contained therein in their entirety or as they may be subsequently modified by Debtors at the Auction as specified therein.

Date: March 31, 2009

F. Jeffrey Zimmerman  
QUALIFIED BIDDER  
Name: F. Jeffrey Zimmerman  
Title: SVP, General Counsel & Secretary

1248321.1

<sup>5</sup> Jointly administered estates of the following Debtors: ARC Venture Holding, Inc., Case No. 08-46367; Southwest-Tex Leasing Co., Inc., d/b/a/ Advantage, Case No. 08-46368; Advantage Rent-A-Car, Inc., Case No. 08-46369; Coast Leasing Corp., Case No. 08-463670; Floral Leasing Corp., Case No. 08-46371; Iliad Leasing Corp., Case No. 08-46372; Miso Leasing Corp., Case No. 08-46373; Nugget Leasing Corp., Case No. 08-46374; Okra Leasing Corp., Case No. 08-46375; Rainier Leasing Corp., Case No. 08-46376; San Antonio Rental & Leasing Co., Inc. Case No. 08-46377; Steamboat Springs Rental and Leasing Co., Inc., Case No. 08-46379; Sun Leasing Corporation, Case No. 08-46380; Tradewinds U-Drive, Inc., Case No. 08-46383; Ute Leasing Corporation, Case No. 08-46384; Advantage Licensing LLC Case No. 09-40394.

<sup>6</sup> Hereinafter "the Sale."

**EXHIBIT 3**

**FINAL BID COMPARISON**

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		<u>Enterprise</u>		<u>Hertz</u>	<u>Notes</u>
Closing payments		\$ 30,250,000		\$ 30,272,820	
Next minimum bid		Final Bid			
APA reserves and holdbacks					
Less US RAC holdback	\$ (400,000)		\$ (400,000)		1
Less reserve for open rentals	\$ (500,000)		\$ -		2
	\$ (900,000)	\$ (900,000)	\$ (400,000)	\$ (400,000)	
Total closing payments less APA reserves and holdbacks		\$ 29,350,000		\$ 29,872,820	3
Stalking horse fees and expenses					
Stalking horse fee	\$ -		\$ (500,000)		
Stalking horse expenses	\$ -		\$ (150,000)		
Total stalking horse fees and expenses	\$ -	\$ -	\$ (650,000)	\$ (650,000)	
Total closing payments less stalking horse fees and expenses		\$ 29,350,000		\$ 29,222,820	4
Additional payments and adjustments under APA					
Recapture (est.) of US RAC holdback	\$ 400,000		\$ 400,000		5
Recapture (est.) of reserve for open rentals	\$ 500,000		\$ -		6
Buyer-paid transition period expenses (Under Hertz APA)	\$ -		\$ 700,000		7
Liquidation value of retained FF&E	\$ 300,000		\$ -		8
Transition period expense - Orlando off-airport lease expense (est. April and May)	\$ -		\$ (80,000)		9
Transition period labor expense - field staff (est.)	\$ (36,200)		\$ (565,600)		11
Transition period labor expense - administrative staff (est.)	\$ (31,000)		\$ (62,000)		11
Sellers' post-closing costs to process vehicles returned from customer rentals (est.)	\$ (320,000)		\$ (220,000)		12
Buyer-paid Benefit (post-petition cure benefits for Hertz-assumed locations)	\$ -		\$ 1,751,350		13
Deduction for Seller paid Cures in excess of \$2.7M			\$ (663,771)		
Deduction for Seller paid Transfer Tax for Hertz			\$ (70,000)		
Total Additional payments and adjustments under APA	\$ 812,800	\$ 812,800	\$ 1,189,980	\$ 1,189,980	
Total purchase price available to satisfy additional claims		\$ 30,162,800		\$ 30,412,800	
Difference		\$ (250,000)		\$ 250,000	

Notes							
1	US RAC holdback is the same for each APA (\$400,000).						
2	Buyer under each APA is acquiring open rent revenues and scheduled reservations.						
	Open Rentals	\$ 800,000	(as of 3/25/2009)				
	Estimated Reservations	\$ 1,200,000	(for the period 3/25/2009 to 4/8/2009)				
	(a) Under Enterprise APA - \$500,000 of total purchase price is reserved against payment of open rent revenue						
	Sellers estimate recovery of full amount under Enterprise APA						
	(b) Under Hertz APA - there is no reserve against total purchase price for payment of open rent revenue						
	Under Hertz APA - there is an additional \$700,000 of transition services paid for by Hertz						
	The \$700,000 will be paid by offset from collected open rent revenue						
3	Closing payment includes a credit to Hertz of \$200,000 from its escrow deposit						
4	Stalking horse fees and expenses payable to Enterprise if it is not the purchaser. Includes up to \$150,000 of expenses.						
5	Assumes payment of full US RAC holdback under each APA.						
6	Assumes repayment of full reserve for open rentals (\$500,000) under Enterprise APA.						
7	Hertz APA calls for transition services agreement under which \$700,000 of expenses (above the purchase price) will be paid by Hertz. (Under the TSA, \$700,000 will be paid by offset against Sellers' obligation to pay over to buyer the open rental revenue.)						
8	Under Enterprise APA, approximately \$300,000 of FF&E will remain with Sellers and may be liquidated post closing. Amount shown is Sellers' estimated liquidation value of such FF&E. Under Hertz APA, the FF&E is sold with assumed leaseholds and airport concessions.						
9	Hertz APA requires use of Orlando location during transition period that Hertz will not assume. Amount shown represents additional rent obligation for that location.						
11	Estimated labor costs (gross and net) to operate during transition period under the applicable APA						
		Enterprise			Hertz		
		Gross Costs	Net Costs		Gross Costs	Net Costs	
	Field Staff Cost	\$ (36,200)	\$ (24,800)		\$ (565,600)	\$ (387,400)	
	Administrative Staff Cost	\$ (31,000)	\$ (21,200)		\$ (62,000)	\$ (42,400)	
	Total Staff	\$ (67,200)	\$ (46,000)		\$ (627,600)	\$ (429,800)	
		Gross costs (cash-out) includes payroll taxes. Gross costs do not include insurance expenses.					
		Estimated Enterprise costs include two staff members per current location plus administrative support.					
		Estimated Hertz costs include full staff members per current locations plus administrative support.					
12	Sellers' post-closing costs to process vehicles returned from customer rentals. Sellers estimate that the overall Hertz number will be lower as a result of Sellers' ability to utilize retained staff to transport vehicles locally under the Hertz APA. Under Enterprise APA, additional staff/contract labor will be required to transport vehicles locally.						
13	Of the \$3,363,770.75 of cure payments called for by the Hertz APA, approximately \$ 1,751,350 are attributable to post-petition cure payments on leases and concession agreements that will be assumed or assigned.						
	Post-petition lease payment	\$ 293,601					
	Post-petition airport concession payments	\$ 1,457,749					
	Total	\$ 1,751,350					
	Pre-petition lease payment	\$ 237,151					
	Pre-petition airport concession payments	\$ 1,375,269					
	Total	\$ 1,612,420					

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA**

In re:  ARC Venture Holding, Inc., et. al.,  Debtors, <sup>1</sup>	Case No. 08-46367  (Jointly Administered)
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**CERTIFICATE OF SERVICE**

Under penalty of perjury, I declare that in connection with the above-captioned matter, I served:

1. Notice of § 363 Auction Results;
2. Exhibit 1, 2, 3; and
3. Certificate of Service.

Upon the individuals requesting electronic service, and upon Kurtzman Carson Consultants to serve via US Mail first class postage prepaid to all other entities specified on Service List A, the Executory Contracts Service List, the Landlords Service List, and the Personal Property Service List<sup>2</sup> as attached and incorporated herein, via facsimile and via US Mail. Kurtzman Carson Consultants will also serve a Notice of Service by US Mail via email or facsimile to those entities specified upon the Service Lists where available.

Dated: April 1, 2009

/e/ Kenneth Corey-Edstrom-----

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<sup>1</sup> Jointly administered estates of the following Debtors: ARC Venture Holding, Inc., Case No. BKY 08-46367; Southwest-Tex Leasing Co., Inc., d/b/a Advantage, Case No. BKY 08-46368; Advantage Rent-A-Car, Inc., Case No. BKY 08-46369; Coast Leasing Corp., Case No. BKY 08-463670; Floral Leasing Corp., Case No. BKY 08-46371; Iliad Leasing Corp., Case No. BKY 08-46372; Miso Leasing Corp., Case No. BKY 08-46373; Nugget Leasing Corp., Case No. BKY 08-46374; Okra Leasing Corp., Case No. BKY 08-46375; Rainier Leasing Corp., Case No. BKY 08-46376; San Antonio Rental & Leasing Co., Inc. Case No. BKY 08-46377; Steamboat Springs Rental and Leasing Co., Inc., Case No. BKY 08-46379; Sun Leasing Corporation, Case No. BKY 08-46380; Tradewinds U-Drive, Inc., Case No. BKY 08-46383; Ute Leasing Corporation, Case. No. BKY 08-46384; Advantage Licensing LLC Case No. 09-40394.

<sup>2</sup> Collectively “the Service Lists.”



NAME	NOTICE NAME	ADDRESS1	ADDRESS2	ADDRESS3	CITY	STATE	ZIP	PHONE	FAX	EMAIL
City of Edinburg	c/o Diane W. Sanders	Linebarger Goggan Blair & Sampson, LLP	2700 Via Fortuna Suite 400 (78746)	P.O. Box 17428	Austin	TX	78760	(512) 447-6675	(512) 443-5114	<a href="mailto:austin.bankruptcy@publicans.com">austin.bankruptcy@publicans.com</a>
City of McAllen										
Edinburg ISD										
McAllen ISD										
Round Rock ISD										
South Texas ISD										
South Texas College										
City of Kansas City	c/o David J. Zoll, Esq. Charles N. Nauen		100 Washington Avenue South	Suite 2200	Minneapolis	MN	55401	612-339-6900	612-339-0981	<a href="mailto:dizoll@locklaw.com">dizoll@locklaw.com</a> <a href="mailto:cnnauen@locklaw.com">cnnauen@locklaw.com</a>
City of Phoenix	c/o Amy J. Swedberg	Maslon Edelman Borman & Brand, LLP	3300 Wells Fargo Center	90 South Seventh Street	Minneapolis	MN	55402	(612) 672-8200		<a href="mailto:amy.swedberg@maslon.com">amy.swedberg@maslon.com</a>
Dallas County	c/o Elizabeth Weller, Esq.	Liebarger Goggan Blair & Sampson, LLP	2323 Bryan Street, #1600		Dallas	TX	75201		817-860-6509	<a href="mailto:bethw@publicans.com">bethw@publicans.com</a> <a href="mailto:dallas.bankruptcy@publicans.com">dallas.bankruptcy@publicans.com</a>
Dallas Fort Worth International Airport	c/o Richard C. Salmen	Felhaber, Larson, Fen Ion & Vogt, P.A.	220 South Sixth Street	Suite 2200	Minneapolis	MN	55402	(612) 373-8413	(612) 632-4070	<a href="mailto:rsalmen@felhaber.com">rsalmen@felhaber.com</a>
Dallas Fort Worth International Airport	c/o Rosa Orenstein	Looper Reed & McGraw PC	4100 Thanksgiving Tower	1601 Elm Street	Dallas	TX	75201	(214) 954-4135		<a href="mailto:rorenstein@lrmlaw.com">rorenstein@lrmlaw.com</a>
Harris County	c/o John P. Dillman	Linebarger Goggan Blair & Sampson, LLP	P.O. Box 3064	Houston		TX	77253-3064		713-844-3503	<a href="mailto:houston_bankruptcy@publicans.com">houston_bankruptcy@publicans.com</a>
Missouri Department of Revenue	Bankruptcy Unit	Attn: Steven A Ginther	P.O. Box 475		Jefferson City	MO	65105-0475	(753) 751-5531	(753) 751-7232	<a href="mailto:mn@dor.mo.gov">mn@dor.mo.gov</a>
State of Washington, Department of Revenue	c/o Zachary Mosner	Assistant Attorney General	800 Fifth Avenue, Suite 2000		Seattle	WA	98104-3188			<a href="mailto:BCUMosner@atg.wa.gov">BCUMosner@atg.wa.gov</a>
<b>ATTORNEYS GENERAL</b>										
John Mark Stern	Assistant Attorney General	Bankruptcy & Collections Division	P. O. Box 12548		Austin	TX	78711-2548		512-482-8341	<a href="mailto:john.stern@oag.state.tx.us">john.stern@oag.state.tx.us</a>
Kimberly A. Walsh	Assistant Attorney General	Bankruptcy & Collections Division	P. O. Box 12548		Austin	TX	78711-2549		512-482-8341	<a href="mailto:bk-kwalsh@oag.state.tx.us">bk-kwalsh@oag.state.tx.us</a>
<b>EXECUTORY CONTRACTS/LEASES</b>										
Expedia, Inc.	c/o Michael Gearin	K&L Gates LLP	925 4th Ave.	Suite 2900	Seattle	WA	98104	(206) 623-7580	(206) 623-7022	<a href="mailto:michael.gearin@klgates.com">michael.gearin@klgates.com</a> <a href="mailto:bankruptcyef@klgates.com">bankruptcyef@klgates.com</a>
Knight Management Insurance Services, LLC	Barry V. Freeman Caroline R. Djang	Jeffer, Mangels, Butler & Marmaro LLP	1900 Avenue of the Stars	7th Floor	Los Angeles	CA	90067	(310) 203-8080	(310) 712-8571	<a href="mailto:crd@jmbm.com">crd@jmbm.com</a>
Peakstone Financial Services, Inc.	c/o Copeland, Cook Taylor & Bush, P.A.	William Leech, Danny E. Ruhl	600 Concourse, Suite 100	1076 Highland Colony Parkway (Zip-39157) P.O. Box 6020	Ridgeland	MS	39158	(601) 856-7200		<a href="mailto:blrvh@cctb.com">blrvh@cctb.com</a> <a href="mailto:druhl@cctb.com">druhl@cctb.com</a>
Peakstone Financial Services, Inc. d/b/a Sonoran National Insurance Group	c/o Larson King, LLP	Jane M. Hill, Jennifer G. Lurken	30 E. Seventh Street, Ste. 2800		St. Paul	MN	55101	(651) 312-6500	(651) 312-6618	<a href="mailto:jhill@larsonking.com">jhill@larsonking.com</a> <a href="mailto:jlurken@larsonking.com">jlurken@larsonking.com</a>
Sabre Holding Corporation Travelocity LP	Wesley T. Graham	Henson & Efron, P.A.	220 South Sixth Street	Suite 1800	Minneapolis	MN	55402-4503	(612) 339-2500	(612) 339-6364	<a href="mailto:wgraham@hensonefron.com">wgraham@hensonefron.com</a>
Sabre, Inc. Travelocity.com LP	c/o Stephen C. Stapleton	Dykema Gossett PLLC	1717 Main Street, Suite 2400		Dallas	TX	75202	(214) 462-6445	(214) 462-6401	<a href="mailto:SStapleton@dykema.com">SStapleton@dykema.com</a>
State Farm Mutual Automobile Insurance Company	c/o Robert T. Kugler Jacob B. Sellers	Leonard, Street and Deinard, P.A.	150 South Fifth Street	Suite 2300	Minneapolis	MN	55402	(612) 335-1500	(612) 335-1657	<a href="mailto:robert.kugler@leonard.com">robert.kugler@leonard.com</a> <a href="mailto:jacob.sellers@leonard.com">jacob.sellers@leonard.com</a>
United States Auto Club, Motoring Division, Inc.	c/o Thomas G. Wallrich Jamie R. Pierce	Hinshaw & Culbertson LLP	333 South Seventh Street	Suite 2000	Minneapolis	MN	55402	(612) 333-3434	(612) 334-8888	<a href="mailto:twallrich@hinshawlaw.com">twallrich@hinshawlaw.com</a> <a href="mailto:jpierce@hinshawlaw.com">jpierce@hinshawlaw.com</a>
<b>COUNSEL FOR CREDITORS COMMITTEE</b>										
K&L Gates LLP	Sarah H. Bryan Sven T. Nylen Robert V. Shannon James E. Morgan Harley Goldstein	70 West Madison Street	Suite 3100		Chicago	IL	60602-4207	(312) 372-1121	(312) 827-8000	<a href="mailto:sarah.bryan@klgates.com">sarah.bryan@klgates.com</a> <a href="mailto:sven.nylen@klgates.com">sven.nylen@klgates.com</a> <a href="mailto:robert.shannon@klgates.com">robert.shannon@klgates.com</a> <a href="mailto:james.morgan@klgates.com">james.morgan@klgates.com</a>

NAME	NOTICE NAME	ADDRESS1	ADDRESS2	ADDRESS3	CITY	STATE	ZIP	PHONE	FAX	EMAIL
Ralph V. Mitchell	Lapp, Libra, Thomson, Stoebner & Pusch	120 South Sixth Street	Suite 2500		Minneapolis	MN	55402	(612) 338-5815		<a href="mailto:rmitchell@applibra.com">rmitchell@applibra.com</a>

Name	Notice Name	Address1	Address2	Address3	City	State	Zip	Phone	Fax	Email
Accretive Solutions	Mike G. Reinecke	31 Lake Mist Drive			Sugarland	TX	77479	(281) 565-8666	(281) 565-8664	
Apex Emergency Services	c/o Kevin R. Michaels	Law Offices of Kevin R. Michaels, P.C.	11767 Katy Freeway	Suite 330	Houston	TX	77079	(281) 496-9889	(281) 496-4211	
John G. Boegner & Charolette Boegner d/b/a A&B Self Storage	c/o Pierce P. Stacy, III	Stacy & Dillard L.L.P.	102 E. 26th Street		Bryan	TX	77803	(979) 775-3900		
Paul & Constance Casella	c/o Yale K. Kim, Esq.	Allen Matkins Leck Gamble Mallory & Natsis LLP	515 S. Figueroa Street	9th Floor	Los Angeles	CA	90071-3309	(213) 622-5555	(213) 620-8816	ykim@allenmatkins.com
Credit Union of Texas	c/o Tom Sharp	5500 LBJ Freeway, Suite 400			Dallas	TX	75240			
G & R Development LLC	c/o Gene Williams	4511 E. Sunny Dunes Road	Suite B		Palm Springs	CA	92264	(760) 325-1641	(760) 325-1720	
GE Money Bank	c/o Recovery Management Systems Corp.	Attn: Ramesh Singh	25 SE 2nd Avenue	Suite 1120	Miami	FL	33131-1605	(305) 379-7674	(305) 374-8113	claims@recoverycorp.com
Gust Rosenfeld PLC	c/o Madeleine C. Wanslee	201 E. Washington Street		Suite 800	Phoenix	AZ	85004-2324	(602) 257-7430		
Hicks Sports Marketing Group	c/o Larry L. Fowler Rachel L. Wright	Shannon, Gracey, Ratliff & Miller, L.L.P.	1000 BallPark Way	Suite 300	Arlington	TX	76011	(817) 795-4866	(817) 877-8176	lfowler@shannongracey.com rwright@shannongracey.com
Iron Mountain Information Management, Inc.	c/o Frank F. McGinn, Esq.	Bartlett Hackett Feinberg P.C.	155 Federal Street, 9th Floor		Boston	MA	02110			
Parthu Kalva, Raja Reddy Kalva, Swaroopa Rani Kalva and Pranav Kalva-Reddy (decedent)	c/o Matthew Parre	Berman & Riedel LLP	12264 El Camino Real	Ste 202	San Diego	CA	92130		(858) 350-9855	
Kaplan Strangis & Kaplan PA	Attn: Bruce J. Parker	5500 Wells Fargo Center	90 South 7th Street		Minneapolis	MN	55402			
The Laredo Community College	c/o George R. Meurer Sigifredo Perez, III	Kazen, Meurer & Perez	211 Calle Del Norte, Suite 200	P.O. Box 6237	Laredo	TX	78042-6237	956-712-1600	956-712-1628	
Manheim Auto Auction	c/o Jason S. McCarter, Esq.	Dow Lohnes PLLC	Six Concourse Parkway	Suite 1800	Atlanta	GA	30328-6117	(770) 901-8864	(770) 730-6164	jmcarter@dowlohnes.com
Maui Oil Company, Inc.	Attn: Thomas R. Cole	PO Box 66	16 Hobron Avenue		Kahului	HI	96732		(808) 877-0201	tcolelaw@maui.net
Midland Cad	c/o Michael Reed, Esq.	McCreary Veselka Bragg & Allen PC	P.O. Box 26990		Round Rock	TX	78680		512-323-3205	
PAS, LLC	c/o John S. Kaplan	Perkins Coie LLP	1201 Third Avenue	Suite 4000	Seattle	WA	98101-3099			
Southwest-Tex Leasing Co., Inc.	c/o Marshall Fein	General Counsel	6660 First Park Ten Blvd.	Suite 116	San Antonio	TX	78213-4211	(210) 386-2413		mfein@advantage.com
State Farm Mutual Automobile Insurance Company	c/o Joni S. Jacobsen Michael J. Lohnes Jeffrey A. Chadwick	Katten Muchin Rosenman LLP	525 W. Monroe St.	Suite 1900	Chicago	IL	60661-3693	(312) 902-5200	(312) 902-1061	joni.jacobsen@kattenlaw.com michael.lohnes@kattenlaw.com jeffrey.chadwick@kattenlaw.com
Texas Enterprises, Inc. d/b/a Allied Sales Co.	c/o John B. Meadows	Law Offices of John B. Meadows	9065 Jollyville Road	Suite 201	Austin	TX	78759	(512) 346-5727	(512) 346-5775	
tw telecom inc.	c/o Linda Boyle	10475 Park Meadows Drive	Suite 400		Littleton	CO	80124	(303) 566-1284	(303) 566-1010	
The Watermark Group, Inc.	c/o D. Wade Hayden	Hayden & Cunningham, PLLC	7750 Broadway		San Antonio	TX	78209		210-822-0916	whayden@7750law.com lbeck@7750law.com
Madeline C. Wanslee, Esq.	Gust Rosenfeld P.L.C.	201 E. Washington	Suite 800		Phoenix	AZ	85004-2327	(602) 257-7430	(602) 340-1538	mwanslee@gustlaw.com

NAME	NOTICE NAME	ADDRESS1	ADDRESS2	ADDRESS3	CITY	STATE	ZIP	PHONE	FAX	EMAIL
<b>US ATTORNEY FOR DISTRICT OF MN</b>										
US Attorney		600 US Courthouse	300 S Fourth St		Minneapolis	MN	55415		612-664-5788	
<b>UNITED STATES TRUSTEE</b>										
United States Trustee	c/o Robert Raschke	1015 US Courthouse	300 S Fourth St		Minneapolis	MN	55415			ustpregion12.mn.ecf@usdoj.gov robert.raschke@usdoj.gov
<b>DEBTORS</b>										
ARC Venture Holding, Inc.	c/o Erik P. Dove	500 Ford Rd.			Minneapolis	MN	55426		(952) 512-8942	erik.dove@advantage.com
Dennis Hecker		500 Ford Road			Minneapolis	MN	55426			
Focus Management Group USA Inc.	Attn: Robert Moon	5001 W Lemon St.			Tampa	FL	33609-1103		(210) 679-2490	
<b>SECURED CREDITORS</b>										
Axle Capital LLC	c/o Buchalter Nemer	Attn: William Brody, Esq. Anthony J. Napolitano, Esq.	1000 Wilshire Blvd., Suite 1500		Los Angeles	CA	90077	(213) 891-0700	(213) 896-0400	wbrody@buchalter.com anapolitano@buchalter.com
Chrysler Financial Services America LLC	c/o Craig E. Reimer	Mayer Brown LLP	Hyatt Center	71 S. Wacker Dr.	Chicago	IL	60606		(312) 706-8236	
Nissan Motor Acceptance Corporation	Brian Fallon	8900 Freeport Parkway			Irving	TX	75063			Brian.Fallon@Nissan-Usa.com
US Bank	c/o Thomas Kelly	Dorsey & Whitney	50 South Sixth Street	Suite 1500	Minneapolis	MN	55402-1498		(612) 340-2868	kelly.tom@dorsey.com
U.S. Bank National Association	David Y. Kopolow	BC-MN-H22A	800 Nicollet Mall		Minneapolis	MN	55402		(612) 303-4660	
<b>COLLECTION DIVISION OF MN DEPARTMENT OF REVENUE</b>										
MN Department of Revenue	Collection Enforcement	551 Bankruptcy Section	600 North Robert Street	PO Box 64447	St Paul	MN	55101		(651) 282-2817	
<b>INTERNAL REVENUE SERVICE</b>										
Internal Revenue Service	Wells Fargo Place	30 E 7th St, Mail Stop 5700			St Paul	MN	55101		(651) 312-7970	
Internal Revenue Service		P.O. Box 21126			Philadelphia	PA	19114			
<b>GOVERNMENTAL AGENCIES</b>										
Albuquerque Co. Water		P.O. Box 1313			Albuquerque	NM	87103	505-768-2588		
Allied Waste Services		P.O. Box 9236			Corpus Christi	TX	78469		713-983-9226	
Arizona Department of Transportation	Motor Vehicle Division	1801 West Jefferson Street			Phoenix	AZ	85007			
Arizona Public Service Electric Company	Attn: Martha	2124 W. Cheryl Drive	Mail Station 3209		Phoenix	AZ	85021			
Arlington ISD	c/o Elizabeth Banda	Perdue Brandon Fielder Collins & Mott LL	P.O. Box 13430		Arlington	TX	76094-0430		817-860-6509	
Auto Tag of America, Inc.		10147 Grand Ave Ste A-1			Sun City	AZ	85351	(623) 979-6650		
Bell County Tax Assessor-Collector		101 E. Central Ave.			Belton	TX	76513	(254) 939-3521	(254) 933-5179	

NAME	NOTICE NAME	ADDRESS1	ADDRESS2	ADDRESS3	CITY	STATE	ZIP	PHONE	FAX	EMAIL
Bexar County	c/o David G. Aelvoet	Linebarger Goggan Blair & Sampson, LLP	P.O. Box 3064		Houston	TX	77253-3064		210-226-4308	
Bexar County Tax Assessor-Collector	Sylvia S. Romo	P.O. Box 839950			San Antonio	TX	78283-3950			
Board of Water Supply		603 S. Beretania Street			Honolulu	HI	96843			
Brazos County Tax Assessor-Collector	Kristeen Roe	300 E. William Joel Bryan Parkway			Bryan	TX	77803-5397			
Cambria County Assessment Office		Cambria County Courthouse	200 South Center Street		Ebensburg	PA	15931	(814) 472-1451	(814) 472-6573	
Cameron County Tax Assessor Collector	Tony Yzaguirre, Jr.	P.O. Box 952			Brownsville	TX	78622-0952			assessor_collector@co.cameron.tx.us
Central Power & Light (CPL)		P.O. Box 180			Tulsa	OK	74101-0180			
City of Albuquerque	Rebecca E. Wardlaw	Assistant City Attorney	P. O. Box 2248		Albuquerque	NM	87102	(505) 768-4500 or 768-4666	(505) 768-4525	rwardlaw@cabq.gov
City of Austin		P.O. Box 2267			Austin	TX	78783			
City of Edinburg Tax Assessor-Collector	Antonio Chavez	P.O. Box 1169			Edinburg	TX	78540			
City of Irving, Tax Assessor-Collector	Brad Duff	825 West Irving Blvd.			Irving	TX	75060			
City of Kansas City	c/o Jay Selanders Michael Brown	Kutak Rock LLP	1010 Grand Boulevard	Suite 500	Kansas City	MO	64106-2220	816-960-0090	816-960-0041	jay.selanders@kutakrock.com michael.brown@kutakrock.com
City of Laredo Tax Assessor Collector	Elizabeth Martinez, RTA	P.O. Box 6548			Laredo	TX	78042-6548			
City of Las Cruces		P.O. Box 20000			Las Cruces	NM	88004	575-479-2052		
City of McAllen Tax Office	Martha Guel, CTA	P.O. Box 220			McAllen	TX	78505-0220			
City of Phoenix		P.O. Box 29663			Phoenix	AZ	85038	602-534-3695		
City of Phoenix	c/o J. Gordon Arkin Mark A. Salzberg	Foley & Lardner, LLP	111 North Orange Avenue	Suite 1800	Orlando	FL	32801	(407) 423-7656		msalzberg@foley.com jarkin@foley.com
City Tax Assessor Collector	Juan F. Sandoval	P.O. Box 313			El Paso	TX	79999-0313			
Clark County Assessor's Office		Government Center	500 South Grand Central Parkway		Las Vegas	NV	89155-1401	702-455-3882		
Collin County Tax Assessor-Collector	Kenneth L. Maun	P.O. Box 8046			McKinney	TX	75070-8046			
Colorado Division of Insurance	Department of Regulatory	1560 Broadway, Suite 850			Denver	CO	80202			
Colorado Springs Utilities		P.O. Box 1103			Colorado Springs	CO	80947	719-668-7154		
Comal County Tax Office	Sherman Krause	P.O. Box 311445			New Braunfels	TX	78131-1445			
ComEd		400 S. Jefferson			Chicago	IL	60680	630-684-2192		
Cook County Assessor's Office		County Building, Third Floor	118 North Clark Street		Chicago	IL	60602	(312) 443-7550		
County of Brazos	c/o Michael Reed, Esq.	McCreary Veselka Bragg & Allen PC	P.O. Box 26991		Round Rock	TX	78681		512-323-3205	
County of Comal	c/o Michael Reed, Esq.	McCreary Veselka Bragg & Allen PC	P.O. Box 26990		Round Rock	TX	78680		512-323-3205	
County of Honolulu		33 South King Street #101			Honolulu	HI	96813	(808) 768-3799		
County of Maui	Real Property Tax Division	70 E. Kaahumanu Avenue, Ste. A16			Kahului	HI	96732			
County of San Bernardino	Treasurer-Tax Collector	172 West Third Street	First Floor		San Bernardino	CA	92415-0360	(909) 387-8308		

NAME	NOTICE NAME	ADDRESS1	ADDRESS2	ADDRESS3	CITY	STATE	ZIP	PHONE	FAX	EMAIL
CPS		P.O. Box 2678			San Antonio	TX	78289	210-353-4527		
Dallas County Tax Assessor-Collector	David Childs	500 Elm Street			Dallas	TX	75202-3304			propertytax@dallascounty.org
Denver Water		1600 W. 12th Ave			Denver	CO	80204		303-628-6034	
Dona Ana County	Gary Perez	County Assessor	845 N Motel Blvd.		Las Cruces	NM	88007	(575) 647-7400	(575) 525-5538	
El Paso County	Victor A. Flores, RTC	El Paso County Tax Assessor-Collector	500 E. Overland Ave.	Suite 101	El Paso	TX	79901			
El Paso Disposal		P.O. Box 511			El Paso	TX	79962	915-779-2931		
El Paso Electric		P.O. Box 20982			El Paso	TX	79998	915-521-4737		
El Paso Water Service		P.O. Box 511			El Paso	TX	79961		915-594-5660	
Grape-Colleyville ISD	c/o Elizabeth Banda	Perdue Brandon Fielder Collins & Mott LL	P.O. Box 13430		Arlington	TX	76094-0431		817-860-6510	
Grapevine/Colleyville Area Tax Office	Colette Franklin	3072 Mustang Drive			Grapevine	TX	76051			
Greater Orlando Aviation Authority	c/o Roy S. Kobert, P.A.	Broad and Cassel	390 N. Orange Avenue, Suite 1400	PO Box 4961	Orlando	FL	32801	(407) 839-4200	(407) 650-0027	<a href="mailto:rkobert@broadandcassel.com">rkobert@broadandcassel.com</a>
Gregg Co Tax Assessor-Collector	Kirk Shields	P.O. Box 1431			Longview	TX	75606-1431			
Harlingen Tax Office		P.O. Box 2643			Harlingen	TX	78551-2643			
Harris County Tax Assessor Collector	Paul Bettencourt	P.O. Box 4622			Houston	TX	77210-4622			
Hawaiian Electric		P.O. Box 3978			Honolulu	HI	96812	808-543-7799		
Hidalgo County Tax Assessor Collector	Armando Barrera Jr., RTA	P.O. Box 178			Edinburg	TX	78540-0178			
Hidalgo County/Hidalgo County Drainage	c/o John T. Banks	Perdue Brandon et. al.	3301 Northland Drive Suite 505		Austin	TX	78731		(512) 302-1802	<a href="mailto:jbanks@pbfcem.com">jbanks@pbfcem.com</a>
Highline Water District		23828 30th Avenue South			Kent	WA	98032		204-824-0806	
Irving ISD	Tax Assessor Collector	P.O. Box 152021			Irving	TX	75015-2021			
King County	Department of Assessments	500 Fourth Avenue	Suite ADM-AS-0708		Seattle	WA	98104			
Kleberg County Tax Assessor-Collector	Melissa T. DeLaGarza, RTA	P.O. Box 1457			Kingsville	TX	78364-1457			
Longview ISD	c/o Michael Reed, Esq.	McCreary Veselka Bragg & Allen PC	P.O. Box 26992		Round Rock	TX	78682		512-323-3206	
Los Angeles County	Office of the Assessor	500 W. Temple Street	Room 225		Los Angeles	CA	90012-2770	213-974-3211		
Manheim Hawaii		1001 Ahua St			Honolulu	HI	96819			
Maricopa County Assessor		301 W. Jefferson St.			Phoenix	AZ	85003	602-506-3406		
Maui Dept. of Water		200 S. High St.	Kalana O Maui Bldg., 5th Fl.		Wailuku	HI	96793	808-244-6701		
Maui Waste Service		P.O. Box 30490			Honolulu	HI	96820			
McLennan County Tax Office	A.F. "Buddy" Skeen	P.O. Box 406			Waco	TX	76703			
Minnesota Department of Economic Security		332 Minnesota Street			St. Paul	MN	55101-1351	(651) 259-7114		
Missouri Gas and Electric	Attn: Nan	3420 Broadway			Kansas City	MO	64111		816-360-5514	
New Mexico State Corporation Commission	Department of Insurance	P.O. Box 1269			Santa Fe	NM	87504-1269			
Nueces County Tax Assessor-Collector	Ramiro R. Canales, CTA	P.O. Box 2810			Corpus Christi	TX	78403-2810			
Oahu Waste Service Inc.		P.O. Box 30490			Honolulu	HI	96820	808-841-3996		

NAME	NOTICE NAME	ADDRESS1	ADDRESS2	ADDRESS3	CITY	STATE	ZIP	PHONE	FAX	EMAIL
Oklahoma County Treasurer	Tammy Jones	320 Robert S. Kerr	Room 307		Oklahoma City	OK	73102	(405)-713-1323		
Orange County		625 North Ross Street	Building 11		Santa Ana	CA	92701			
Orange County Utilities		P.O. Box 628068			Orlando	FL	32862	407-254-9699		
Orlando Utilities Commission		P.O. Box 3193			Orlando	FL	32802			
OUC		P.O. Box 4901			Orlando	FL	32802	407-236-9630		
OUC- Water		P.O. Box 4901			Orlando	FL	32802	407-236-9630		
Pasadena ISD	Tax Assessor Collector	P.O. Box 1318			Pasadena	TX	77501-1318			
Peoples Gas		130 East Randolph Drive			Chicago	IL	60601	312-240-3991		
Pima County Assessor's Office		115 N Church Ave			Tucson	AZ	85701			
Platte County Assessor		Platte County Administration Building	415 3rd St.		Platte City	MO	64079	816-858-2232	816-858-3314	
Progressive Energy		P.O. Box 33199			St. Petersburg	FL	33733	727-523-7622		
Questar Gas Company	Bankruptcy DNR 244 Attn: JoAnn	1140 West 200 South	P.O. Box 3194		Salt Lake City	UT	84110-3194	801-324-3168		
Reliant Energy		P.O. Box 650475			Dallas	TX	75265		713-488-5724	
Riverside County Treasurer-Tax Collector		PO Box 12005			Riverside	CA	92502-2205	951-955-3900		
Rocky Mountain Power		1033 NE 6th Ave.			Portland	OR	97256	877-809-3193		
Round Rock Tax Collector	Forrest Child Jr.	1311 Round Rock Ave			Round Rock	TX	78681			
Salt Lake City Corporation	Attn: Lori	P.O. Box 30881			Salt Lake City	UT	84130	801-483-6818		
Salt Lake City Corporation	Department of Public Utilities	1530 S.W. Temple			Salt Lake City	UT	84115		801-483-6818	
Salt Lake County Assessor		2001 S. State Street	N2300		Salt Lake City	UT	84190	801-468-3050		
San Antonio Auto Title		8546 Broadway			San Antonio	TX	78217			
San Antonio Water		P.O. Box 2990			San Antonio	TX	78299	210-433-4160		
San Diego County Assessor		1600 Pacific Highway	Room 103		San Diego	CA	92101	619-236-3771		
Smith County Tax Office	Gary B. Barber	P.O. Box 2011			Tyler	TX	75710			
Southern CA Edison									909-942-8339	
Southern California Edison	Attn: 3rd Floor - OLS Dept.	9500 Cleveland			Rancho Cucamonga	CA	91731		909-942-8264 626-302-6974	
State of California	Department of Motor Vehicles	Office of the Director	2415 1st Avenue Mail Station F101		Sacramento	CA	95818			
State of Colorado	Sales Tax Office	1375 Sherman			Denver	CO	80261	(303) 238-3278		
State of Florida	Department of Highway Safety and Motor Vehicles	Neil Kirkman Building	2900 Apalachee Parkway		Tallahassee	FL	32399-0500			
State of Hawaii, Insurance Division	Department of Commerce & Consumer Affairs	P.O. Box 3614			Honolulu	HI	96811-3614			
State of Missouri	Department of Revenue	301 W High Street			Jefferson City	MO	65101			
State of Washington	Department of Licensing	Self-Insurance Section	Department of Labor & Industries	PO Box 44892	Olympia	WA	98504-4892			
Sunshine State Tag		6807 State Rd 70 East			Bradenton	FL	34102			
Tags ARS of Maui		98-029 Hekaha St			Aiea	HI	96701			
Tarrant County Tax Assessor-Collector	Betsy Price	P.O. Box 961018			Fort Worth	TX	76161-0018			taxoffice@tarrantcounty.com
Tax Appraisal District of Bell County		P.O. Box 390			Belton	TX	76513-0390			

NAME	NOTICE NAME	ADDRESS1	ADDRESS2	ADDRESS3	CITY	STATE	ZIP	PHONE	FAX	EMAIL
Tax Assessor Collector	Kathy Reeves	P.O. Box 712			Midland	TX	79702			
Texas Department of Public Safety		5805 N. Lamar Boulevard	Box 4087		Austin	TX	78773-0001			
Texas Gas		P.O. Box 269042			Oklahoma City	OK	73126		915-680-7360	
The United Independent School District	c/o Sylvia M. Ornelas Mario A. Castillo, Jr.	Ornelas, Castillo & Ornelas, PLLC	401 East Hillside Rd., 2nd Floor		Laredo	TX	78041	(956) 718-2010	(956) 725-4594	
Travis County Tax Assessor-Collector	Nelda Wells Spears	P.O. Box 149328			Austin	TX	78714-9328			
Travis County Texas	Travis County Attorney	P.O. Box 1748			Austin	TX	78767	(512) 854-9513	(512) 854-4808	
United ISD Tax Office	Norma Farabough, RTA	3501 E. Saunders			Laredo	TX	78041			
University Licensing		5615 Roosevelt Way			Seattle	WA	98105			
Washington County Tax Assessor-Collector	Dot Borchgardt	Washington County Courthouse	100 East Main	Suite 100	Brenham	TX	77833	979-244-6218	979-277-6282	
Washoe County Assessor	Joshua Wilson	P.O. Box 11130			Reno	NV	89520-0027			
Webb County Tax Assessor Collector	Patrica A. Barrera, RTA	P.O. Box 420128			Laredo	TX	78042-8128			
Williamson Co Tax Assessor-Collector	Deborah M. Hunt, CTA	904 South Main Street			Georgetown	TX	78626-5829			
<b>ATTORNEYS GENERAL</b>								(602) 542-5025	(602) 542-4085	
Greg Abbott	Office of the Attorney General	P.O. Box 12548			Austin	TX	78711-2548	(512) 463-21		
Edmund G. Brown, Jr.	California Department of Justice	P.O. Box 944255			Sacramento	CA	94244-2550	(303) 866-4500	(303) 866-5691	
Mark Bennett	Department of the Attorney General	425 Queen Street			Honolulu	HI	96813	(312) 814-3000		
James D. "Buddy" Caldwell	Office of the Attorney General	300 Capitol Drive			Baton Rouge	LA	70802	(651) 296-3353		
Robert E. Cooper, Jr.	Office of the Attorney General	P.O. Box 20207			Nashville	TN	37202-0207	(615) 741-3491		
Catherine Cortez Masto	Office of the Attorney General	100 North Carson Street			Carson City	NV	89701-4717	(775) 684-1100	(775) 684-1108	
W.A. Drew Edmondson	Office of the Attorney General	313 Northeast 21st Street			Oklahoma City	OK	72105	(405) 416-700	(405) 522-4535	
Terry Goddard	Office of the Attorney General	1275 West Washington Street			Phoenix	AZ	85007	(916) 445-9555	(916) 323-5341	
Gary King	Office of the Attorney General	408 Galisteo Street	Villagra Building		Santa Fe	NM	87501	(505) 827-600	(505) 827-5826	
Lisa Madigan	Attorney General	100 West Randolph Street			Chicago	IL	60601	(225) 326-6705	(225) 326-6793	
Bill McCollum	Office of the Attorney General	The Capitol, PL-01			Tallahassee	FL	32399-1050	(808) 586-1500	(808) 586-1239	
Rob McKenna	Office of the Attorney General	1125 Washington Street SE	P.O. Box 40100		Olympia	WA	98504-0100	(206) 464-6684		
Jay Nixon	Attorney General's Office	Supreme Court Bldg.	207 W. High St.	P.O. Box 899	Jefferson City	MO	65102	(573) 751-3321	(573) 751-0774	
Mark Shurtleff	Office of the Attorney General	Utah State Capitol Office	350 North State Street, Suite 230		Salt Lake City	UT	84114-2320		(801) 538-1121	
John W. Suthers	Office of the Attorney General	1525 Sherman St., 7th Floor			Denver	CO	80203	(850) 414-3300	(850) 488-5106	
Lori Swanson	Office of the Attorney General	1400 Bremer Tower	445 Minnesota Street		St. Paul	MN	55101-2131			

NAME	NOTICE NAME	ADDRESS1	ADDRESS2	ADDRESS3	CITY	STATE	ZIP	PHONE	FAX	EMAIL
April J. Theis	Assistant Attorney General	Office of the Arizona Attorney General	Bankruptcy & Collection Enforcement Section	1275 West Washington	Phoenix	AZ	85007	602-542-8387		<a href="mailto:april.theis@azag.gov">april.theis@azag.gov</a>
<b>EXECUTORY CONTRACTS/LEASES</b>										
Travelers	Account Resolution	Attn: Sal Marino	One Tower Square 5MN		Hartford	CT	06183	(860) 277-6701	(860) 277-2158	
<b>UNSECURED CREDITORS COMMITTEE</b>										
Buron Services, Inc.	c/o Leandro Buron Machado	8818 Commodity Circle #40			Orlando	FL	32819			
Capital Credit Incorporated	c/o Aaron Zahedani	2121 S. El Camino Real	Suite B-100		San Mateo	CA	94403			
La Lumbre Investment, LLC	c/o Patricia A. Stevens	26821 Windsor Drive			San Juan Capistrano	CA	92675			
Maui Oil Company, Inc.	c/o Alexander McBarnet	16 Hobron Avenue			Kahului, Maui	HI	96732			
Premier Security, Inc.	c/o Tammy Finn	20309 E. 48th Drive			Denver	CO	80249		(303) 576-8204	
Shine Collision Repair, Inc.	c/o David Kelsch	8555 South 700 West			Sandy	UT	84070			
<b>CREDITORS COMMITTEE PROFESSIONALS</b>										
The Arlow Group, Ltd.		10 S. LaSalle Street	Suite 3300		Chicago	IL	60603			
Livingstone Partners, LLC		443 North Clark Street	Suite 200		Chicago	IL	60654			

NAME	NOTICE NAME	ADDRESS1	ADDRESS2	ADDRESS3	CITY	STATE	ZIP	PHONE	FAX	EMAIL
<b>LANDLORDS</b>										
3W Investors, LLC	Rick Wo/Theone Nishimura	1314 South King Street	Suite 524		Honolulu	HI	96814-1940	(808) 596-0558		RWO@aol.com
5757 South Semoran Boulevard, LLC	Peter Reinert, Esquire Chad Duberke	Lowndes, Drosdick, Doster, Kantor & Reed, P.A.	215 N. Eola Drive		Orlando	FL	32801	(407) 843-4600		
8444 Investments, LLC	Krystol Rappuhn, Esquire	Swartz & Cohen 40800 Woodward Avenue			Bloomfield Hills	MI	48304	(248) 538-5800		krystol_rappuhn@yahoo.com
A & B Properties, Inc.	Associate General Counsel Charles W. Loomis	822 Bishop Street			Honolulu	HI	96733			cloomis@abinc.com
A & D, LLC	Angelo Rana	1548 East Cocopah			Phoenix	AZ	85034	(602) 254-2125		angelo@angelositalianic.com; tim@angelositalianic.com
Airport Revenue Fund at Denver International Airport	Laura Trujillo Stan Koniz	P.O. Box 492065			Denver	CO	80249-2065	(303) 342-2453		laura@trujillo@flydenver.com; stan.koniz@flydenver.com
First Park Ten Owner1, LLC through First Park Ten Owner14, LLC (successors to A-Spire Asset Management, LLC)	Patrick C. Summers, Esq.	Mackall, Crounse & Moore, PLC	1400 AT&T Tower	901 Marquette Ave.	Minneapolis	MN	55402	(612) 305-1473		sewell@HPITX.com; pcs@mcmclaw.com
Burbank-Glendale-Pasadena Airport Authority	David Gould	David Gould, A Professional Corporation	23975 Park Sorrento	Suite 200	Calabasas	CA	91302	(818) 222-8092		dgould@davidgouldlaw.com
CF San Antonio Re Holdco LLC	Attn: Julie Samuelson	Cushman & Wakefield of Texas	33 South 6th Street	Suite 4135	Minneapolis	MN	55402			
CF San Antonio Re Holdco LLC	Stephen F. Grinnell	Gray Plant Mooty	500 IDS Center	80 South Eighth Street	Minneapolis	MN	55402	(612) 632-3070		<a href="mailto:stephen.grinnell@gpmlaw.com">stephen.grinnell@gpmlaw.com</a>
City and County of Denver	Lee Marable Gene Kottenstette Brett Johnson	City & County of Denver 144 West Colfax Avenue	Room 300	Annex III	Denver	CO	80202	(303) 342-2546		lee.marable@ci.denver.co.us; lee.marable@flydenver.com; brett.johnson@denvergov.org;
City and County of Denver	Lee Marable Gene Kottenstette Brett Johnson	City and County Building	Room 353		Denver	CO	80202	(303) 342-2546		lee.marable@ci.denver.co.us; lee.marable@flydenver.com; brett.johnson@denvergov.org;
City and County of Denver	Manager of Public Works, Bill Vidal	City and County Building	Room 379		Denver	CO	80202	(720) 865-8630		bill.vidal@denvergov.org
City and County of Denver	John Ackerman, Managing Director of Asset Development	144 West Colfax Avenue	Room 300	Annex III	Denver	CO	80202	(303) 342-2568		john.ackerman@flydenver.com

City and County of Denver	Assistant Deputy Manager	Airport Property Office	8500 Pena Boulevard		Denver	CO	80249-6340			
City of Colorado Springs	Emily Wilson, Esq.	30 South Nevada Avenue	Suite 501		Colorado Springs	CO	80901	(719) 385-5909		ekwilson@springsgov.com
City of Colorado Springs	Gisela Shanahan, CFO	7770 Milton East Proby			Colorado Springs	CO	80916	(719) 550-1909		gshanahan@springsgov.com
City of Los Angeles Los Angeles World Airports	FPG Administrator	P.O. Box 92214	One World Way		Los Angeles	CA	90009			
City of Los Angeles Los Angeles World Airports	Concession Management Division	7301 World Way West	2nd Floor		Los Angeles	CA	90045	(310) 417-4476 ext. 2004		RSALVADOR@law.org;
City of Palm Springs International Airport	Executive Director, Thomas Nolan, Airport Asset Manager & Janet Sheraton, Airport Asset Manager	3400 East Tahquitz Canyon Way	Suite OFC		Palm Springs	CA	92262	(760) 318-3808	(760) 318-3815	thomas.nolan@palmsprings-ca.gov; Janet.Buck@palmsprings-ca.gov
City of Phoenix, County of Maricopa	Jo Ellen McBride Mara Kelly Robert Hawes Christine Adrian Rental Car Center City of Phoenix Aviation Department	Business and Properties Division	3400 Sky Harbor Boulevard	Suite 3300	Phoenix	AZ	85034-4420	(602) 273-4012		jo.ellen.mcbride@phoenix.gov; mara.kelly@phoenix.gov;
City of Phoenix, County of Maricopa	City Clerk Mario Paniagua	City of Phoenix	200 West Washington Street	15th Floor	Phoenix	AZ	85003-1611	(602) 262-6811		mario.paniagua@phoenix.gov
City of Phoenix, County of Maricopa	Robert Hawes and Christine Adrian	Aviation Department, Business & Properties Division	3400 Sky Harbor Boulevard	Suite 3300	Phoenix	AZ	85034-4420	(602) 273-3346		robert.hawes@phoenix.gov; christine.adrian@phoenix.gov;
City of San Antonio	Mark Swire Griselda Sanchez	9800 Airport Boulevard			San Antonio	TX	78216	(210) 207-3450		Griselda.Sanchez@santanantonio.gov
Dairy Road Property, LLC	Lloyd Y. Kimura	Lloyd Y. Kimura, CPA, Inc.	140 North Market Street	Suite 200	Wailuku	HI	96793	(808) 242-9100		lloydcpa@maui.net
G&R Development		4511 East Sunny Dunes	Suite B		Palm Springs	CA	92264		(760) 325-1720	
Hard Rock Hotel, LLC	General Counsel Edward Coss	Tarsadia Hotels	620 Newport Center Drive	14th Floor	Newport Beach	CA	92660	(949) 610-8000		edc@tarsadia.com
Hard Rock Hotel, LLC	Dean Boswell & Daniel Norr	4455 Paradise Road			Las Vegas	NV	89169	(702) 693-5000		deanb@hrhvegas.com;
K.P. Proeprties, Inc. and K.P. Auto Center, L.P.	Brendan J. Thorpe	Thorpe and Thorpe APC	601 West 5th Street	8th Floor	Los Angeles	CA	90071			
Lakeside Operating Partnership, L.P. d/b/a Best Western Lakeside	General Manager, John Brost	7769 West Irlo Bronson Memorial Highway			Kissimmee	FL	34747	(407) 396-2222		jbrost@mill-usa.com
Lee County Port Authority	Executive Director Robert M. Ball	1100 Terminal Access Road	Suite 8671		Fort Myers	FL	33913	(239) 590-488 ext. 7, 1		rmball@FLYcpa.com
Maui Windsurfing Company, Ltd.	Ryther L. Barbin	555 IAO Valley Road			Wailuku, Maui	HI	96793	(808) 242-9702	(808) 242-7233	
Mickael L. Dahle, Trustee		4827 Cove Creek Lane			Murray	UT	84107		(801) 598-5470	mldahle@msn.com

MWM Downtown Commercial, Ltd.	Luke Beshara	Pulman, Cappuccio, Pullen & Benson, LLP	2161 Northwest Military Highway	Suite 400	San Antonio	TX	78213	(210) 892-0428	(210) 892-1610	Lbeshara@pulmanlaw.com
Orange Lake Country Club, Inc.	Brian Lower		8505 West Irlo Bronson Memorial Highway		Kissimmee	FL	34747	(407) 239-0000 ext. 1034		lowerb@holidayinnclub.com
Orlando International Airport	Ground Transportation Services Permit Office	Attn Paul Issler and Brad Middlebrook	One Airport Blvd.		Orlando	FL	32827-4399	(407) 825-2001		pissler@gaoa.org; bmiddlebrook@gaoa.org
Paul and Contance Casella	Nauni Jo Manty Jacqueline Kuiper	Manty & Associates, P.A.	33 South Sixth Street	Suite 4100	Minneapolis	MN	55402	(612) 340-7950		Jkuiper@mantylaw.Com
Pfluger Subaru Airports, LLC	Joachim P. Cox	Goodsill Anderson Quinn & Stifel, LLP	1099 Alakea Street	Suite 1800	Honolulu	HI	96813	(808) 547-5617	(808) 547-5880	jcox@goodsill.com
Port of Seattle	Isabelle Safora Kathy Knott Paul Bittinger Jolene Culler	P.O. Box 1209			Seattle	WA	98111	(206) 728-3070		safora.i@portseattle.org; knott.k@portseattle.org
Port of Seattle	General Manager, Aviation Business Development & Management	Port of Seattle Seattle-Tacoma International Airport	P.O. Box 68727		Seattle	WA	98168		(206) 439-6620	
R&M Partnership	Lloyd Y. Kimura, CPA, Inc.	140 North Market Street	Suite 200		Wailuku	HI	96732	(808) 242-9100		lloydcpa@maui.net
R&M Partnership		P.O. Box 5			Kula	HI	96732			
Reno-Tahoe Airport Authority Reno-Tahoe International Airport	Krys Bart John Murtha Rick Gorman	2001 East Plumb Lane			Reno	NV	89502	(775) 328-6400		kbart@renoairport.com; rgorman@renoairport.com
Reno-Tahoe Airport Authority Reno-Tahoe International Airport		P.O. Box 12490			Reno	NV	89510-2490			
Salt Lake City Corporation Department of Airports	Contracts Manager	Salt Lake City Department of Airports	Salt Lake City International Airport	AMF Box 22084	Salt Lake City	UT	84122	(801) 575-2226	(801) 575-2400	
Salt Lake City Corporation Department of Airports	Attn: Marco Kunz Ann-Marie Yoshida	Salt Lake City Department of Airports	P.O. Box 145550		Salt Lake City	UT	84114-5550		(801) 575-2817	Marco.Kunz@slc.gov.com; Ann-Marie.Yoshida@slc.gov.com
Salt Lake City Corporation Department of Airports	Finance Division	Salt Lake City International Airport	AMF Box 22084		Salt Lake City	UT	84112			
San Diego County Regional Airport Authority	Edward A. Cahill	P.O. Box 82776			San Diego	CA	92138-2776	(619) 400-2427	(619) 400-2428	ecahill@san.org
Savannah Hotel Associates, LLC d/b/a Legacy Grand Hotel & Suites	Chad Buchanan	5245 Irlo Bronson Highway			Kissimmee	FL	34746	(407) 396-7700		cbuchanan@legacygrand.com
State of Hawaii	Department of Transportation Airport Division Fiscal office/Airports Division Honolulu International Airport	Attn: Deputy Director Brian Sekiguchi Property Manager Joann Izumi Sidney Hayakawa	400 Rogers Blvd.	Suite 700	Honolulu	HI	96819-1880	(808) 838-8704		sidney.a.hayakawa@hawaii.org; brian.sekiguchi@hawaii.org; joann.izumi@hawaii.org

Sunlake Corporation d/b/a Courtyard by Marriott at Vista Centre	Laura Radler, General Manager Ralph Gullick, Controller; Jo Ragland	8501 Palm Parkway			Lake Buena Vista	FL	32836	(407) 239-6900		ralphgillick@cfl.rr.com; laura.radler@oplhotels.com; joragland@cfl.rr.com
TR Gallagher	Commercial Rental Properties	513 Fleetwood			San Antonio	TX	78232	(210) 494-5006		
Tucson Airport Authority, Inc. Tucson International Airport	Ms. Karen Thomas, Director of Concessions & Terminal Properties	7005 South Plumer			Tucson	AZ	85756	(520) 573-4806		
Wells Fargo Bank Northwest, N.A.	Corporate Properties Group Durrell Dibb	381 East Broadway	Suite 115		Salt Lake City	UT	84111	(801) 246-3720		ddibb1@wellsfargo.com
Wynstar Inn & Suites	Ken Carpenter, General Manager	10150 Daniels Parkway			Fort Myers	FL	33913	(239) 791-5000		info@wynstarinn.com

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NAME	NOTICE NAME	ADDRESS1	ADDRESS2	ADDRESS3	CITY	STATE	ZIP	PHONE	FAX	EMAIL
10th Degree, LLC		1 Park Plaza	Suite 290		Irvine	CA	92614	(949) 224-5600	(949) 224-5670	
Action Lawn & Landscape, LLC		7865 Fire Opal Lane			Reno	NV	89506		775-323-1752	
ADP		5800 Windward Parkway	Mail Stop	A-425	Alpharetta	GA	30055	(770) 360-2000	(770) 360-2003	
ADT Security Services, Inc.		140 Heimer Road	Suite 100		San Antonio	TX	78232			
Advantage Guard Services		1219 North Tustin Avenue			Anaheim	CA	92807	(714) 666-2000	(714) 632-8567	
Alliance Airport Advertising		8945 West Russell Road	Suite 150		Las Vegas	NV	89148	(702) 362-4777		
Allied Nationwide Security, Inc.		18570 Sherman Way	Suite C-1		Reseda	CA	91335		(818) 668-8450	
Amadeus Marketing SA		Caste;ama	95-10th	28046	Madrid	Spain				
American Airlines Vacations LLC		4333 Amon Carter Blvd.	MD 5443		Fort Worth	TX	76155			
American Express Travel Related Services Company, Inc.	Travelscape, Inc.c/o Expedia, Inc. Attn: Noah Tratt	13810 S.E. Eastgate Way		Suit 400	Bellevue	WA	98005		(602) 744-8413	<a href="mailto:hoah@expedia.com">hoah@expedia.com</a>
Army Reserve Contracting Center-North		Building 2103	South 8th Avenue		Fort McCoy	WA	54656-5153			
Auto & Truck Glass, LLC		27261 Las Ramblas	Suite 160		Mission Viejo	CA	92691	(800) 300-9979	(800) 281-6688	
Avaya		14400 Hertz Quail Spring Parkway			Oklahoma City	OK	73134			
Bank of Hawaii	Dealer Commercial Services	P.O. Box 2900			Honolulu	HI	96846			
Bank of the West	Attn: Commercial Card Manager	180 Montgomery Street	13th Floor		San Francisco	CA	94104			
Brookway Horticulture Services, Inc.		7935 Fairbanks	White Oak Road		Houston	TX	77040	(713) 466-1420	(713) 466-8427	<a href="mailto:lwhite@brookway.com">lwhite@brookway.com</a>
California Office Maintenance, Inc.	Sabre Travel Network Car Account Manager	10603 East	114th Street	South	Bixby	OK	74008-3303		858-513-3728	
Car Rental Express.com, Inc.		2817 13th Street			Surrey, BC	Canada	V4P1T6	(604) 714-5911	(604) 608-4965	
Connexions Loyalty Travel Solutions	Attn: Kelli Mergenthal	6442 City West Parkway			Eden Prairie	MN	55344	(952) 914-6538		
Carlson Travel Group, Inc.		1405 Xenium Lane			Plymouth	MN	55441			

CarRentals.com		111 Town Square Place	Suite 1205		Jersey City	NJ	7310			
Cendant Travel Distribution Services		200 South Wacker	6th Floor		Chicago	IL	60606			
Center Operating Company, L.P.	Attn: Executive Vice President/CFO	2500 Victory Avenue			Dallas	TX	75219			
Citrix Online		5385 Hollister Avenue			Santa Barbara	CA	93111		(214) 242-2226	
ClearChannel Outdoor		5333 Old Winter Garden Road			Orlando	FL			(407) 297-8176	
ClearChannel Outdoor		P.O. Box 847247			Dallas	TX	75202-2958			
Club Driv, LLC		455 Irwin Street	Suite 102		San Francisco	CA	94107			
Continental Airlines, Inc.	Attn: Vice President - Marketing	1600 Smith Street	HQSMO		Houston	TX	77002	(713) 324-2825		<a href="mailto:mbergs@coair.com">mbergs@coair.com</a>
Covia Partnership	Lynne Rosenbaum, V.P. Marketing	9700 West Higgins Road	Suite 400		Rosemont	IL	60018			
Cyberitas Enterprises, LLC		4736 North	12th Street		Phoenix	AZ	85014	(602) 381-0021		
Defense Travel Management Office		4601 North Fairfax Drive	Suite 800		Arlington	VA	22203			
eTrawler Ltd. d/b/a CarTrawler		59 Terenure Road	East		Dublin 6	Ireland				
Expedia, Inc.	Dhiren Fonseca	13810 SE	Eastgate Way	Suite 400	Bellevue	WA	98005		(425) 564-7240	<a href="mailto:dfonseca@expedia.com">dfonseca@expedia.com</a>
EzRez Software, Inc		50 1st Street	7th Floor		San Francisco	CA	94105		(415) 541-9888	
Galileo International	Harris Lockbox	P.O. Box 95319			Chicago	IL	60694			
Garden Gates		14605 N.W.	45 Highway		Parkville	MO	64152	(816) 891-6622		
Geeks Techniques Web Site Optimization, LLC	Attn: Eric Brinkman				Minnetrista	MN	55364	(612) 232-0144		
Hawaii Sound Systems, Inc.		841 H. Pohukaina Street			Honolulu	HI	96813		(808) 589-4545	
Heavenly Valley, Limited Partnership d/b/a Heavenly Tahoe Vacations					Sateline	NV	89449			
Host Communications		P.O. Box 2180								
Hotbar.com, Inc.	Oren Dobronsky	546 East Main Street	11th Floor		Lexington	KY	40508	(859) 226-4678		
		226 West 37th Street			New York	NY	10018		(212) 560-8953	

Houston Independent School District	Attn: Gary Hogg Procurement Specialist	Hattie Mae White Administration Building	4400 West	18th Street	Houston	TX	77092-8501	(713) 556-6539		ghogg@houstonisd.org
IAC Global, LLC	c/o Expedia, Inc. Attn: Noah Tratt	13810 SE	Eastgate Way	Suite 400	Bellevue	WA	98005		(425) 564-7240	noah@expedia.com
Information Management Solutions, L.L.C.		2422 Freedom Street			San Antonio	TX	78217			
Interspace		4635 Crakersport Road			Allentown	PA	18104-9597	(610) 395-8002	(610) 395-4450	
Iron Mountain		931 North Broadway			San Antonio	TX	78215			
Jackson & Blanc		7929 Arjons Drive			San Diego	CA	92126			
Jazel, LLC		1 Park Plaza	Suite 250		Irvine	CA	92614			
JC Decaux Airport		3 Park Avenue	33rd Floor		New York	NY	10016		210-341-9716	
Joannes Construction Co. LLC		11000 NW	Barry Road		Kansas City	MO	64153			
Megabyte Express, Inc.		6500 Burnet Road			Austin	TX	78757			
MW Advisors, LLC	Attn: President	16415 Addison Road	Suite 225		Addison	TX	75001	(469) 828-0900	(877) 747-9562	
National Communications System Inc.		P.O. Box 947			Wheatridge	CO	80034	(303) 239-0569		
NextGen Information Services, Inc.		906 Olive			St. Louis	MO	63101	(314) 588-1212	(314) 588-1211	
Office of the Attorney General		300 West 15th Street	3rd Floor		Austin	TX	78701			
Office of the Under Secretary of Defense		400 Defense Pentagon			Washington	D.C.	20301-4000			
Orange County Collision		2700 South Shannon Street			Santa Ana	CA	92704			
Orbitz Worldwide, LLC	Attn: Stephen Praven	500 West Madison	Suite 1000		Chicago	IL	60661	(312) 894-6983	(312) 894-5001	
Orbitz Worldwide, LLC	Legal Department	500 West Madison	Suite 1000		Chicago	IL	60661			
Orbitz, LL	Attention: Steve Hafner	200 South Wacker Drive	Suite 1900		Chicago	IL	60606		(312) 632-1592	
Orbitz, LLC	Attn: Manager Operations, Car Rental	200 South Wacker Drive	Suite 1900		Chicago	IL	60606		(312) 894-5100	
Ordell Architects	Jerome "Otis" President	1129 Cherokee Street			Denver	CO	80204		303-670-7162	
Orion Systems, Inc.		Suite 300	25 Mall Road		Burlington	MN	1803			
Pacific Guardian Life		Pacific Guardian Tower	1440 Kapiolani	Boulevard	Honolulu	HI	96814	(808) 955-2236		

Parature									(210) 532-2428	
Parking Company of America Airports, LLC	Attn: Charles Huntzinger, President	8255 Firestone Boulevard	Suite 502		Downey	CA	90241			
PhoCusWright Inc.	Ms. Diane Shuart Senior Account Manager	1 Route 37 East	Suite 200		Sherman	CT	06784-1430		860 354-3112	
Pineapple Express Transportation		4350 Palm Avenue	Suite 1		La Mesa	CA	91941	(866) 917-1988	(619) 589-0222	
PlatePass, LLC		7681 East Gray Road			Scottsdale	AZ	85260			
Priceline.com Incorporated	Attn:General Counsel	800 Connecticut Ave.			Norwalk	CT	6854		(203) 299-8915	
Rent Centric, Inc.	Attn: Chief Financial Officer	1 Younge Street	Suite 1801	Toronto Star Building	Toronto, Ontario	Canada	M5E 1W7		(416) 250-1082	
RezHub, Inc.	Melissa Evans Marketing Director								(407) 888-1354	<a href="http://WWW.rezhub.com">WWW.rezhub.com</a>
RJL Real Estate Consultants	ATTN: Sarah Dominguez	725 South Mesa Hills	Building 1	Suite 1	El Paso	TX	79912		915-587-8311	
Routt County, Colorado Yampa Valley Regional Airport	Routt County Board of County Commissioners	P.O. Box 773598			Steamboat Springs	CO	80477	(970) 879-0108		
Sabre Inc.	Sabre Travel Network Car Account Manager	10603 East	114th Street	South	Bixby	OK	74008-3303			
Sabre Travel International Ltd.	Attn: President Ormonde House	12 Lower Leeson Street			Dublin 2	Ireland				
Sabre Travel International Ltd.		10603 East 114th Street	South 8th Avenue		Bixby	OK	74008-3003	(682) 605-2197		
salesforce.com		The Landmark @ One Market	Suite 300		San Francisco	CA	94105			
Shift4 Corporation		1491 Center Crossing Road			Las Vegas	NV	89144-7047	(702) 597-2480		
Southwest Airlines, Co.	Kim Ward Interactive Marketing	2702 Love Field Drive			Dallas	TX	75235	(214) 792-4542	(214) 792-4281	<a href="mailto:kim.ward@wnco.com">kim.ward@wnco.com</a>
Southwest Suites	ATTN: Joyce Smith	11600 Academy Road	NE	Suite 2826	Albuquerque	NM	87111			
Spirit Incentives		2455 East Sunrise Boulevard		Suite PHW	Fort Lauderdale	FL	33304		(954) 525-8502	
State Bar of Texas		1414 Colorado			Austin	TX	78701			

State of Arizona State Procurement Office		100 North	15th Avenue		Phoenix	AZ	85007			
State of California	Statewide Travel Program Administrator Office of Fleet Administration	802 Q Street			Sacramento	CA		(714) 842-7441		
State of Colorado	Attn: Lenora Kingston Department of Personnel & Administration State Purchasing Office	633 17th Street	Suit 1500		Denver	CO	80202			
State of Nevada, Purchasing Division	Lyn Callison Services Purchasing	515 East Musser Street	Suite 300		Carson City	NV	89701			
Subrogation Management Team		204 East Rhapsody Drive			San Antonio	TX	78216			
Tailwind Voice & Data, Inc.		6901 East Fish Lake Road	Suite 154		Maple Grove	MN	55369	(763) 577-4000	(763) 577-4010	
Technology Consulting Partners, Ltd.		1161 Wayzata Blvd.	Suite 60		Wayzata	MN	55391-1935	(612) 309-1024		
Telephonetics		4330 NW	207th Drive		Miami	FL	39055		(305)625-3921	
Texas A&M University		P.O. Box 30013	1477 TAMU		College Station	TX	77842-3013		979-268-0032	
Texas State University Athletics, Texas State University- San Marcos	Chris Park, Assistant Athletic Director Texas State University	Darren B. Casey Administ	601 University Srive		San Marcos	TX	78666			
The CW Twin Cities	WUCW	1640 Como Avenue			St. Paul	MN	55108	(651) 646-2300		
The Tire Rack, Inc.		7101 Vordon Parkway			South Bend	Indiana	46628-8422			
Tourico Holidays, Inc.		220 East Central Parkway	Suite 4010		Altamonte Springs	FL	32701			
Touris Radio Spain, S.L.	c/Verdi 217, 217 bajos		8024		Barcelona	Spain				
Travelocity.com LP	Attn: VP, Partner Marketing	3150 Sabre drive			Southlake	TX	77609			
Travelport Operations, Inc.	Attn: Steve Praven cc: Katie Lovett	500 West Madison Street	Suite 1000		Chicago	IL	60661	(312) 894-4856		

Travelscape, Inc.	Travelscape, Inc.c/o Expedia, Inc. Attn: Noah Tratt	13810 SE Eastgate Way	Suite 400		Bellevue	WA	98005		(425) 564-7240	
Travelscape, Inc. d/b/a WWTE	c/o Expedia, Inc. Attn: John Starkey	13810 SE Eastgate Way	Suite 400		Bellevue	WA	98005		(425) 564-7240	
Travelzoo, Inc.		590 Madison Avenue	21st Floor		New York	NY	10022		(650) 943-2444	
U.S. General Services Administration	Federal Acquisition Service Transportation Acquisition Division	2200 Crystal Drive	Suite 300		Arlington	VA	22202			
United Security and Communications, Inc.		1500 Lincolnwood Lane			Longwood	FL	32750	(407) 699-1224	(407) 699-5508	
United States Auto Club, Monitoring Division, Inc.	Attn: President	3350 Boyington Drive			Carrolton	TX	75006			
United States Auto Club, Motoring Division, Inc.		3410 MidCourt Road	Suite 215		Carrolton	TX	75006			
UnityWorks! Media		7803 Glenroy road	Suite 350		Minneapolis	MN	55439	(952) 253-0202		
Viking Collection Service, Inc. d/b/a Viking Billing Service, Inc.	Attn: Kim Crider	7500 Office	Ridge Circle	Suite 100	Eden Prairie	MN				kim.crider@vikingservice.com
Violation Management Services, Inc.		511 Central Avenue			Great Falls	MT	59401			
WizCom International, Ltd.	Attention: President	1 Sylvan Way			Parsippany	NJ	7054			
Worldspan, L.P.		300 Galleria Parkway	NW		Atlanta	GA	30339-3196			www.worldspan.com
Wyndham Vacation Ownership, Inc.	Attn: Ricke Goode Senior Vice President SEBU Marketing Operations	8427 South Park Circle			Orlando	FL	32819	(407) 370-5295	(407) 468-7791	
X Cel Transport Services, LLC		572 Tree Shore Drive			Orlando	FL	32825			
Ysleta Independent School District		9600 Sims Drive			El Paso	TX	79925	(915) 4534-0285		
Ysleta Independent School District	Janice Bunch Vice President/HR	9600 Sirus Drive			El Paso	TX	79925-7225		915-435-9542	

NAME	NOTICE NAME	ADDRESS1	ADDRESS2	ADDRESS3	CITY	STATE	ZIP	PHONE	FAX	EMAIL
37th Contracting Squadron		1655 Selfridge Avenue			Lackland AFB	TX	78236-5253	(210) 671-1704	(210) 671-1433	
AirIQ Inc.		1099 Kingston Road	Suite 233	Pickering, Ontario	LIV 1B5	Canada				
Alamo Broadway Mini-Storage		1999 Gulfmart			San Antonio	TX	78217-6308			
American Airlines, Inc.		P.O. Box 619616	Mail Drop 1351		D/FW Airport	TX	75261-9616			
AquaPure		6547 South Racine Circle	Suite 1000		Centennial	CO	80111		(303) 858-8335	
Army Reserve Contracting Center South		Building 9810	Lee Road		Fort Jackson	SC	29207-6070			
BancLease Acceptance Corporation		100 Decker Ct.	Suite 225		Irving	TX	75062	(877) 682-3863		
CIT Communications Finance Corporation		650 CIT Drive			Livingston	NJ				
Creative Bus Sales, Inc.		13501 Benson Avenue			Chino	Canada	91710		(909)465-5529	
Credit Union Services		8131 LBJ Freeway	Suite 400		Dallas	TX	75251		(214) 630-1112	
Dell Financial Services, LP									(512)236-9904	
Directorate of Contracting		ACA Fort Campbell	Building 2174	13 1/2 Street	Fort Campbell	KY	42223-5334			
First American Commercial Bancorp, Inc.		645 North Michigan Avenue	Suite 800		Chicago	IL	60611		(312) 280-9060	
General Electric Capital Corporation		1961 Hirst Drive			Moberly	MO				
General Motors Corporation	Fleet & Commercial Operations Used Vehicle Activities	Tower 100 16th Floor	Mail Code 482-A16-B36	P.O. Box 100	Detroit	MI	48265-1000	(313) 665-1410		
General Services Administration	Federal Acquisition Service Transportation Acquisition Division	2200 Crystal Drive	Suite 300		Arlington	VA	22202			
Host Communications	University of Texas Athletics Department Longhorn Sports Network	2312 San Gabriel Street	Suite 200		Austin	TX	78705			

IKON Financial Services		P.O. Box 9115			Macon	GA	31208-9115	(800) 800-1060		
Industrial Communications		1019 East Euclid Avenue			San Antonio	TX	78212	(210) 226-3682	(210) 226-5329	
Industrial Communications		802 South Padre Island Drive			Corpus Christi	TX	78415	(361) 853-9943	(361) 853-6399	
Leasenet, Inc.		2361 Morse Road (NC1N07)			Columbus	OH	43229	(614) 480-1813	(877) 700-4078	
Mast Advertising & Publishing, Inc. d/b/a lowergear.com		8905 East Yucca Street			Scottsdale	AZ	85260		(210) 253-2428	
Mobile Mini, Inc.		7420 South Kyrene Road	Suite 101		Tempe	AZ	85283		(480) 894-6311	
Neopost Leasing		30955 Huntwood Avenue			Hayward	CA	94544		(210) 545-2276	
Parature, Inc.									(703) 832-1170	
PFG Petroleum Finance a division of Information Leasing Corporation		996 Dalton Avenue			Cincinnati	OH	45203	(800) 435-6342		
Q12 Software		316 Occidental Avenue	Suite 410		Seattle	WA	98104			
Sheriff And Company		14520 Wunderlich Road	Suite 200		Houston	TX	77069			
Transcend Communications, Inc.		2101 Kennedy Street N.E.			Minneapolis	MN	55413	(763) 463-1000	763-463-1100	
Travel & Transportation		2200 Crystal Drive	Room 300		Arlington	VA	22202			
US Bankcorp Manifest Funding Services	Attn: Becky Swanson Collection Analyst								(800) 433-6185	
USPFO-PNC-CO		660 South Aspen Street	MS #66, Building 1005	Buckley Air Force Base	Aurora	CO	80011-9551	(720) 847-8674	(720) 847-8682	